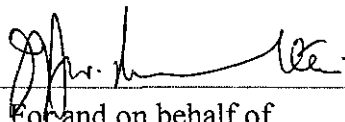


PARTSTRIPE LIMITED**(the Company)****SOLE MEMBER'S WRITTEN RESOLUTIONS**

In accordance with section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. **THAT** the authorised share capital of the Company be increased from £1,000 to £10,000,000 by the creation of 9,999,000 additional ordinary shares of £1 each ranking equally in all respects with the existing ordinary shares of £1 each in the capital of the Company;
2. **THAT** each ordinary share of £1 each in the capital of the Company currently in issue, as shown in the register of members of the Company at 8 April 2003, be and is hereby reclassified as a class A ordinary share in the capital of the Company with a nominal value of £1 each;
3. **THAT** 2,499,910 of the ordinary shares of £1 each in the authorised but unissued share capital of the Company (as increased pursuant to resolution 1 above) be and are hereby reclassified as class A ordinary shares in the capital of the Company with a nominal value of £1 each;
4. **THAT** 7,500,000 of the ordinary shares of £1 each in the authorised but unissued share capital of the Company (as increased pursuant to resolution 1 above) be and are hereby reclassified as class B ordinary shares in the capital of the Company with a nominal value of £1 each; and
5. **THAT** the class A ordinary shares and class B ordinary shares referred to in resolutions 2, 3 and 4 above shall have the rights and restrictions as set out in the form of the articles of association attached hereto and marked "A" (which are adopted by the Company pursuant to a separate sole member's written resolution).



For and on behalf of
Scottish & Newcastle plc

8 April 2003

Date (and time):

Note: A copy of this resolution was sent to the Company's auditors, Ernst & Young LLP, on 8 April 2003 pursuant to s381B Companies Act 1985.



PARTSTRIPE LIMITED
(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE:**

THAT the regulations (in the form of the print attached to this written resolution and marked "A") be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.



For and on behalf of
Scottish & Newcastle plc

8 April 2003

Date (and time):

Note: A copy of this resolution was sent to the Company's auditors, Ernst & Young LLP, on 8 April 2003 pursuant to s381B Companies Act 1985.



COMPANY NO. 4555293

THE COMPANIES ACTS 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
as altered by written resolutions passed on 8 April 2003

of

PARTSTRIPE LIMITED

1. The Company's name is "PARTSTRIPE LIMITED".
2. The Company's registered office is to be situated in England and Wales.
- 3.1 The objects for which the Company is established are:
 - (a) To carry on all or any of the businesses of retail merchants of and dealers in wines, spirits, liqueurs, ales, beers, stouts, waters aerated, mineral and artificial waters, and of and in casks, barrels, bottles, syphons, and all other receptacles, licensed victuallers, beerhouse, inn, tavern, and lodging house keepers, hotel and restaurant proprietors, caterers, purveyors of refreshments and consumable articles and stores of every description, retailers of provisions of all kinds, tobacconists, florists, railway, shipping, and forwarding agents, and general merchants, shippers, and traders; and to manufacture, export, import buy, sell, and deal in plant, machinery, apparatus, appliances, materials, and produce of all kinds used in connection with the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.
 - (b) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the board of directors directly or indirectly to advance the interests of the Company.

- (c) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem to the board of directors desirable for the purpose of the Company's affairs.
- (d) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
- (e) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.
- (f) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the board of directors directly or indirectly to advance the interests of the Company.
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (h) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the board of directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.
- (i) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the board of directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

- (j) To sell, lease, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Company on such terms as the board of directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.
- (k) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the board of directors thinks fit.
- (l) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as the board of directors may decide.
- (m) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (n) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the board of directors thinks fit.
- (o) To raise or borrow money in such manner as the board of directors thinks fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and on such terms and conditions as the board of directors thinks fit.
- (p) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company, in such circumstances and on such terms and conditions as the board of directors thinks fit.
- (q) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (r) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it seems to the board of directors to be in the interests of the Company or its members to contribute to or support.
- (s) To do all or any of the things stated in this clause 3.1 in any part of the world whether as principal, agent or trustee or otherwise and either alone or jointly

with others and either by or through agents, subcontractors, trustees or otherwise.

- (t) To do all such other things as the board of directors considers will further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this clause 3.1.

3.2 The objects stated in each part of clause 3.1 shall not be restrictively construed but shall be given the widest interpretation. In clause 3.1, the word "company" shall be deemed, except where used to refer to the Company, to include any partnership or other body of persons, whether corporate or incorporate and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-clauses of clause 3.1, or the objects stated in clause 3.1, or the powers conferred by clause 3.1 shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause of clause 3.1, or any other object stated in clause 3.1 or any other power conferred by clause 3.1.

4. The liability of the members is limited.

5. The Company's share capital is £10,000,000 divided into 2,500,000 class A ordinary shares of £1 each and 7,500,000 class B ordinary shares of £1 each¹.

¹ The Company's share capital was increased, by a sole member's written resolutions dated 8 April 2003, from £1000 to £10,000,000 to comprise 2,500,000 Class A ordinary shares of £1 each and 7,500,000 Class B ordinary shares of £1 each subject to the rights and conditions set out in the articles of association of the Company.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken by the subscriber
Instant Companies Limited 1 Mitchell Lane BRISTOL BS1 6BU	One
Total shares taken	One

Dated 4 October 2002.