

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5668219

The Registrar of Companies for England and Wales hereby certifies that  
AQUAPAW LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 6th January 2006



\*N056682190\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

for the record

12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

Aquapaw Limited

I,

PETER HORSFALL

of

31 WELHAM WAY, ALTRINCHAM

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ <sup>†</sup> Solicitor engaged in the formation of the company and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Peter Horsfall*

Declared at

ALTRINCHAM, CHESHIRE

Day Month Year

On

19 12 2005

• Please print name.

before me •

~~ALTRINCHAM~~ KATHERINE STEEL

Signed

Katherine Steel

Date

19/12/05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Legal Department, Halewood International Limited, The Sovereign Distillery,  
Wilson Road, Huyton Business Park, Liverpool  
L36 6AD Tel 0151 480 8800  
DX number DX exchange



A54  
COMPANIES HOUSE

49  
30/12/2005

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



**Companies House**  
*for the record*

# 10

*Please complete in typescript,  
or in bold black capitals.*

**CHWP000**

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full

Aquapaw Limited

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Sovereign Distillery

Wilson Road, Huyton Business Park, Huyton

Post town Liverpool

County / Region Merseyside

Postcode L36 6AD

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Legal Department, The Sovereign Distillery, Wilson Road

Huyton Business Park, Liverpool

L36 6AD

Tel 0151 480 8800

DX number

DX exchange



v 08/02

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

## Company Secretary (see notes 1-5)

Company name Aquapaw Limited

NAME \*Style / Title

Mr

\*Honours etc

\* Voluntary details

Forename(s) Simon John

Surname Oldroyd

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

Spa Farmhouse, Spa Lane

Lathom

Post town Ormskirk

County / Region Lancashire

Postcode L40 6JG

Country England

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

I consent to act as secretary of the company named on page 1

Consent signature

Date

16/12/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s) Simon John

Surname Oldroyd

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

Spa Farmhouse, Spa Lane

Lathom

Post town Ormskirk

County / Region Lancashire

Postcode L40 6JG

Country England

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

0 9

0 3

1 9

5 3

Nationality

British

Business occupation

Commercial Director

Other directorships

Please see attached schedule

I consent to act as director of the company named on page 1

Consent signature

Date

16/12/05

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

Aquapaw Limited

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

Mr

\*Honours etc

Forename(s)

Alfred Joseph

Surname

Vaughan

Previous forename(s)

Previous surname(s)

**Address** †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

The Linn

100 Eglinton Road

Post town

Ardrossan

County / Region

North Ayrshire

Postcode

KA22 8NN

Country

Scotland

**Date of birth**Day Month Year  
2 2 0 4 1 9 5 0**Nationality**

British

**Business occupation**

Financial Director

**Other directorships**

Please see attached schedule

I consent to act as director of the company named on page 1

**Consent signature****Date**

16/12/05

## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 2 0 5 1 9 4 7

Nationality

British

Business occupation

Chairman/Chief Executive Officer

Other directorships

Please see attached schedule

I consent to act as director of the company named on page 1

Consent signature

Date

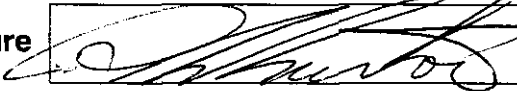
16/12/2005

## Directors (see notes 1-5)



Please list directors in alphabetical order

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
	<b>Forename(s)</b>	Dale		
	<b>Surname</b>	Wharton		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
	<b>Address ††</b>	4 Kingsmede		
	<b>Post town</b>	Wigan		
	<b>County / Region</b>	Lancashire	<b>Postcode</b>	WN1 2NL
	<b>Country</b>	England		
	<b>Date of birth</b>	Day 1 6	Month 1 2	Year 1 9 6 0
		<b>Nationality</b>		British
	<b>Business occupation</b>	Managing Director		
	<b>Other directorships</b>	Please see attached schedule		
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>			<b>Date</b> 2/12/05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

<b>Signed</b>		<b>Date</b>	2/12/05
<b>Signed</b>		<b>Date</b>	16/12/2005
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	

## **SCHEDULE OF DIRECTORSHIPS**

### **ALFRED VAUGHAN**

1. H&A Prestige Packing Company Limited
2. Halewood International Limited
3. Halewood International Holdings Plc
4. HIFX PLC
5. Halewood International Holdings (UK) Limited
6. Halewood International Holdings (Overseas) Limited
7. Halewood International Futures Limited
8. Dunbar Vintners Limited
9. Chalié Richards and Company Limited
10. Hall and Bramley Limited
11. Golding Hoptroff and Company Limited
12. Halewood International Financial Services Limited
13. J. Deans & Co Limited
14. Hall & Bramley (UK) Limited



## **SCHEDULE OF DIRECTORSHIPS**

### **DALE WHARTON**

1. Classic Wines & Spirits Limited
2. Classic Drinks Limited
3. Halewood International Holdings Plc
4. H&A Prestige Packing Company Limited
5. Chalie Richards & Company Limited
6. Golding Hoptroff & Co Limited
7. Halewood International Brands Limited
8. Halewood International Marketing Limited
9. Caribbean Twist Limited
10. Red Square Beverages Limited
11. Lambrini Limited
12. Hall & Bramley Limited
13. Dunbar Vintners Limited
14. Halewood International Limited
15. Halewood International Trade Marks Limited
16. Halewood International Holdings (UK) Limited
17. Halewood International Holdings (Overseas) Limited
18. J. Deans & Co Limited
19. Hall & Bramley (UK) Limited

## **SCHEDULE OF DIRECTORSHIPS**

### **JOHN HALEWOOD**

1. Halewood International Holdings PLC
2. Halewood International Market Strategies Limited
3. H&A Prestige Packing Company Limited
4. Halewood International Futures Limited
5. Hall & Bramley (Scotland) Limited
6. The Caribbean Rum Company Limited
7. The Flinters Spirit Company Limited
8. Mississippi Liquor Trading Company Limited
9. The Old Roberttown Spirit & Blending Co Ltd
10. The Wine and Spirits Trades' Benevolent Society
11. Hall & Bramley Limited
12. Edward Butler Vintners Limited
13. Halewood International Trade Marks Limited
14. The Rowley Wine Company Limited
15. Lamb & Watt Vintners Limited
16. Halewood Vintners Limited
17. Golding Hoptroff & Co Limited
18. T.J. Turnbolls Sour Mash Company Limited
19. Jeeves Wine Emporium Limited
20. Halewood International Financial Services Limited
21. Halewood International Holdings (Overseas) Limited
22. Chalie Richards & Company Limited
23. HIFX Plc

24. J. Deans & Co. Limited
25. Halewood International Marketing Limited
26. Caribbean Twist Limited
27. Halewood International Limited
28. Red Square Beverages Limited
29. Halewood International Brands Limited
30. Lambrini Limited
31. Classic Wine Warehouses Limited
32. Halewood International Holdings (UK) Limited
33. Classic Wines & Spirits Limited
34. Classic Drinks Limited
35. Hall & Bramley (UK) Limited

## **SCHEDULE OF DIRECTORSHIPS**

### **SIMON OLDROYD**

1. Halewood International Trade Marks Limited
2. Hall & Bramley Limited
3. Halewood International Marketing Limited
4. Caribbean Twist Limited
5. Halewood International Limited
6. Lambrini Limited
7. Red Square Beverages Limited
8. Halewood International Brands Limited
9. Classic Wine Warehouses Limited
10. Halewood International Holdings (UK) Limited
11. Classic Wines & Spirits Limited
12. Hall & Bramley (Scotland) Limited
13. Halewood International Holdings PLC
14. H&A Prestige Packing Company Limited
15. Halewood International Holdings (Overseas) Limited
16. Halewood International Futures Limited
17. Golding Hoptroff and Company Limited
18. Chalié Richards and Company Limited
19. J. Deans & Co Limited
20. Hall & Bramley (UK) Limited

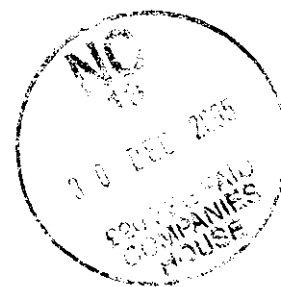
003772/20

Company No.:

900582

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

AQUAPAW LIMITED



1. The name of the Company is "Aquapaw Limited".
2. The registered office of the Company shall be situated in England.
3. The object for which the Company is established is to carry on business as a general commercial company and to carry on any trade or business whatsoever. Without prejudice to the generality of the foregoing, and to the powers of the Company derived from Section 3A of the Act, the Company has power to do all or any of the following things:
  - (a) To carry on business as a general commercial company.
  - (b) To provide services of all descriptions.
  - (c) To act as a holding company and to invest money of the Company in any investments and to hold, sell or otherwise deal with shares, stock, securities or debentures of, or other investments in, any company, fund, trust, firm or other person.
  - (d) To purchase, take on lease, exchange, hire or by any other means acquire, or take options over, construct, develop, exploit, improve, repair or manage any property, real or personal, and any rights or privileges of any kind over or in respect of any property.
  - (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any company and to undertake all or any of the liabilities of any company.

- (f) To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to act as a director of and as secretary, manager, registrar or transfer agent for any company and to place, underwrite or guarantee the subscription for any shares, stock, securities or debentures of any company.
- (g) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- (h) To pay remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company.
- (i) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.
- (j) To amalgamate or enter into partnership or any profit sharing arrangement with, and to co-operate and participate in any way with any other company and to enter into any agreement or arrangement for the conduct of any business of the Company in association with or through the agency of any other company.
- (k) To sell, let, exchange, mortgage, charge, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets and rights of the Company or any part thereof for such consideration as the Company thinks fit and, in particular, for shares, debentures or securities of any company acquiring the same.
- (l) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (m) To apply for, take out, register, purchase or otherwise acquire, protect and maintain (whether in the United Kingdom or elsewhere) any designs, trade marks, patents, patent rights, inventions, copyrights, licences, secret processes, protections and concessions, to manufacture under, disclaim, alter, modify, use, develop, grant licences in respect of or otherwise turn to account the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights of the Company.
- (n) To borrow and raise money in any manner and to secure the payment of money so borrowed or raised by mortgage, charge or lien or by the issue of debentures or debenture stock (perpetual or otherwise) or in any other manner, either with or without security, and to charge all or any part of the property, undertaking or assets (whether present or future) and the uncalled capital of the Company, to support any obligation of the Company or any other company or person.
- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, bills of lading, debentures and other negotiable or transferable instruments.

- (p) To enter into any arrangements with any government, authority or person and to obtain from any government, authority or person any legislation, orders, rights, privileges, franchises and concessions.
- (q) To act as agents and brokers and as trustees for any person and to undertake and perform sub-contracts.
- (r) To lend and advance money and give credit on any terms (with or without security) to any person (including, without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, indemnities and sureties of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any money or the performance of any obligation by any person.
- (s) Subject to Sections 155 to 158 of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151 of the Act.
- (t) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits (including benefits on death) to, or purchase and maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (u) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (v) To distribute any of the property of the Company among its creditors and members or any class of either in cash, specie or kind.
- (w) To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

- (x) To carry on any other activity and do anything of any nature which in the opinion of the board of directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
- (y) To do any other thing which in the opinion of the board of directors of the Company is or may be incidental or conducive to the attainment of the above objects or any of them.

In this clause "company", except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any trade or business carried on by the Company, or by the fact that at any time the company is not carrying on any trade or business, and such objects may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.



**Name & Address of Subscriber**

**No of Shares**

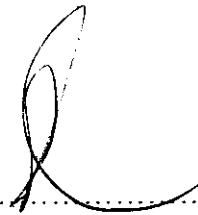
Halewood International Holdings (UK) Limited  
The Sovereign Distillery  
Wilson Road  
Huyton Business Park  
Liverpool  
Merseyside  
L36 6AD

Two

Signed on behalf of the subscriber:



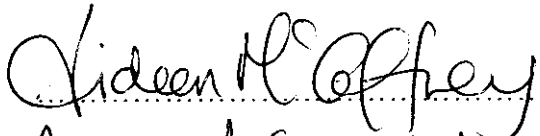
DALE WHARTON  
Director of Halewood International  
Holdings (UK) Limited,



SIMON JOHN OLDROYD  
Director/Secretary of Halewood International  
Holdings (UK) Limited,

In the presence of:

Signature:



Dated: 12/12/2005

Print Name:

AILEEN McCaffrey

Address:

18 WESTBOURNE RD

MANCHESTER M14 6YN

Job Title:

Trainee Solicitor

**Company No.:**

**THE COMPANIES ACT 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**AQUAPAW LIMITED**

**1. PRELIMINARY**

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and for the time being in force (Table A) apply to Aquapaw Limited (the Company) except in so far as they are excluded or varied by these articles.
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 1.3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 73–80, 84, 94 and 118 of Table A do not apply to the Company.
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.

**2. SHARE CAPITAL**

- 2.1 The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.
- 2.2 Subject to the provisions of the Act and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine.
- 2.3 In accordance with and subject to the provisions of Part V of the Act the Company may:
  - (a) issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder;
  - (b) purchase its own shares (including any redeemable shares);
  - (c) make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

**3. LIEN**

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors

may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

**4. TRANSFER OF SHARES**

The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share.

**5. PROCEEDINGS AT GENERAL MEETINGS**

5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.

5.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

**6. VOTES OF MEMBERS**

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member who is present or by proxy shall have one vote for every share of which he is the holder.

**7. NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

**8. ALTERNATE DIRECTORS**

8.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present.

8.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director appointing him is not personally present; and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK.

8.3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct and the Company may pay all travelling, hotel and other expenses properly incurred by an alternate director in connection with attendance at meetings of directors or of committees of directors or otherwise in connection with the business of the Company.

**9. POWERS OF DIRECTORS**

- 9.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. The maximum aggregate nominal amount of ordinary shares that may be allotted is £98. This authority may be varied or revoked by ordinary resolution of the Company.
- 9.2 The directors are authorised in accordance with section 91 of the Act to allot shares of the Company as if section 89(1) of the Act did not apply to the allotment. This power will expire on the date the section 80 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

**10. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 10.1 The directors are not subject to retirement by rotation.
- 10.2 No person shall be appointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
  - (b) not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.
- 10.3 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.
- 10.4 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 10.5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution.

**11. DIRECTORS' APPOINTMENTS AND INTERESTS**

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim

for damages for breach of the contract of service between the director and Company.

**12. PROCEEDINGS OF DIRECTORS**

- 12.1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 12.2 Subject to disclosure in accordance with section 317 of the Act, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

**13. INDEMNITY**

- 13.1 Subject to section 310 of the Act, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of his duties or in relation to them, including any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of his duties or in relation to them.
- 13.2 Pursuant to section 310(3) of the Act the Company may purchase and maintain indemnity insurance cover for any director, officer or auditor of the Company and such indemnity insurance cover extends to former directors and officers of the Company.

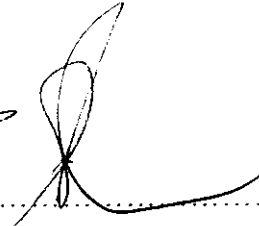
**Name & Address of Subscriber****No of Shares**

Halewood International Holdings (UK) Limited      Two  
The Sovereign Distillery  
Wilson Road  
Huyton Business Park  
Liverpool  
Merseyside  
L36 6AD

Signed on behalf of the subscriber:

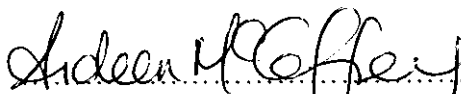


DALE WHARTON  
Director of Halewood International  
Holdings (UK) Limited,



SIMON JOHN OLDROYD  
Director/Secretary of Halewood International  
Holdings (UK) Limited,

In the presence of:

Signature: 

Dated: 12/12/2005

Print Name: AILEEN MCCAFFREY

Address: 18 WESTBOURNE RD

MANCHESTER M14 6YN

Job Title: TRAINEE SOLICITOR