



# CERTIFICATE OF INCORPORATION

No. **53605**

I hereby certify that

**A. & E. Corson Limited**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the **17 July 1973**

*Registrar of Companies*

Number of  
Company

53605/1

**Form No. 4I**  
(No registration fee payable)

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the  
Name of the  
Company

A. & E. CERESA

LIMITED

Presented by

Presentor's Reference Am.

John Wilson Jb.

55 W. Regent St.

Alasgow



I, ALISTAIR McARTHUR  
of 55 W. Regent St., Glasgow.

(a) Here insert:  
A Solicitor of the  
Supreme Court (or  
in Scotland a  
Solicitor) engaged  
in the formation  
or  
A person named  
in the Articles of  
Association as a  
Director or  
Secretary.

Do solemnly and sincerely declare that I am (a) a Solicitor engaged  
in the formation

of  
A. & E. CERESA Limited

and that all the requirements of the Companies Act 1948 in respect of matters  
precedent to the registration of the said Company and incidental thereto have been  
complied with. And I make this solemn Declaration conscientiously believing the  
same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Glasgow  
the 4<sup>th</sup> day of July  
one thousand nine hundred and  
seventy three

A. W. Smith

Before me,

Williamie Notary Public, Glasgow  
as such  
A Commissioner for Oaths (b)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

33000/0

20-10

2. FINANCIAL

SECTION

The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Memorandum of Association

Do. OF A.E. CERESA LIMITED  
~~A. & D. CERESA LIMITED~~

I. The name of the Company is ~~A. & D. CERESA LIMITED~~ A. & E. CERESA LIMITED

II. The Registered Office of the Company will be situate in Scotland.

III. The objects for which the Company is established are:—

- (a) To carry on the businesses of wholesale and retail chemists, pharmacists, druggists and opticians, chemical manufacturers, patent medicine manufacturers, analytical chemists, photographers and manufacturers of and dealers in optical, medical, surgical, scientific and photographic instruments, materials and supplies of all kinds, perfumes, cosmetics, beauty and toilet preparations and requisites, household requisites, confectionery, tobacco and tobacco products, jewellery and trinkets, books, stationery, newspapers and magazines, leather goods and merchandise of every description.
- (b) To carry on all or any of the foregoing businesses on cash or credit terms and to carry on the businesses of credit traders, hire-purchase traders, hire-purchase bankers and financiers.
- (c) To carry on any other similar trade or business whatever which could in the opinion of the Company be advantageously or conveniently carried on by the Company either as principals or agents by way of extension of, or in connection with, such businesses, or are calculated directly or indirectly to develop any branch of the Company's business or to enhance the value of, or render profitable, any of the Company's assets, properties or rights.



- (d) To acquire from time to time all such stock-in-trade, machinery, goods and all other effects as may be necessary or convenient for any business for the time being carried on by the Company.
- (e) To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm, corporation or company carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (f) To purchase, rent, take on lease or exchange, hire, or otherwise acquire, repair, sell, transfer, and otherwise deal in any heritable, leasehold or moveable property, patents, rights or privileges which the Company may consider to be necessary or convenient for the purposes of its business, and in particular, without prejudice to said generality, any land, building, machinery, plant, vehicles or stock-in-trade, or any business, or undertaking in connection with the objects or business of the Company.
- (g) To borrow or raise, or secure the payment of money, and for those purposes to mortgage or charge the undertaking and all or any of the property and rights of the Company (present or after acquired), including uncalled capital, and to create, issue, draw, accept, endorse, execute, discount and negotiate, perpetual or redeemable debentures or debenture stock, bonds, or other obligations, bills of exchange, promissory notes, warrants, and other negotiable or transferable instruments and securities and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (h) To pay for any property or rights acquired by the Company, either in cash or shares, or on such terms as the Directors may approve.
- (i) To amalgamate with or enter into partnership or any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions, or co-operation or otherwise with any person, firm or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, or having objects altogether or in part similar to the objects of this Company, and to take or otherwise acquire and hold shares, stock, debentures, or other interests in or securities of, and to subsidise or otherwise assist any such person, firm or company, and to sell, hold, re-issue (with or without guarantee), or otherwise deal with such shares, stock, debentures or other interests or securities.
- (j) To improve, manage, cultivate, develop, exchange, sell, let on lease or otherwise, grant rights and privileges in respect of, or otherwise deal with, the undertaking or all or any part of the property of the Company upon any terms, with power to accept as the consideration any shares, stocks, debentures or obligations of any other company, firm, or person, whether carrying on business with objects similar to the objects of this Company or not.
- (k) To invest and deal with the moneys of the Company, or any part thereof, in the purchase or erection of heritable or leasehold property, or in such other securities, and in such manner as may be from time to time determined upon.
- (l) To lend money to any persons, firm, association, corporation or company, and on such terms as may seem expedient, and to give any guarantee or indemnity as may seem expedient.
- (m) To form, constitute, and promote, or assist in the formation or promotion of any company or companies for the purpose of acquiring, working, or taking over all or any of the property or liabilities of this Company, or of advancing directly or indirectly the objects of

interest thereof, or for any other purpose which may in the opinion of the Company be calculated either directly, or indirectly to benefit this Company, with power to assist such company or companies by paying or contributing towards the preliminary expenses, and to take or otherwise acquire and hold shares, stock, debentures, or other interests or securities in any such company or companies.

- (n) To issue any shares or securities which the Company has power to issue by way of security or indemnity to any person whom the Company has agreed or is bound to indemnify or in satisfaction of any liability.
- (o) To remunerate in cash or shares, or partly in cash and partly in shares, any person, firm, or company for services rendered, or to be rendered in placing, or assisting to place or guaranteeing the placing of any of the shares in the capital of this Company, or any other Company or any debentures or other securities of this or any other company, or in or about the formation or promotion of the Company or the conduct of its business.
- (p) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any copyrights, trade marks, patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account, and to manufacture under or grant licences or privileges in respect to the same, and to expend money in experimenting upon and testing and improving or seeking to improve any such patents, inventions, or rights which the Company may acquire or propose to acquire.
- (q) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company.
- (r) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies, or funds.
- (s) To distribute among the members any property of the Company in specie or in kind, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposal.
- (t) To carry out all or any of the foregoing objects in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in partnership or in conjunction with any other persons, firm, association, corporation, or company, and by or through agents, sub-contractors, trustees, or otherwise.
- (u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that :—

- (a) the word "Company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere and
- (b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

IV. The liability of the members is limited.

V. The Share Capital of the Company is One Hundred Pounds divided into One Hundred ordinary shares of One Pound each. The Company has power to increase its capital by the issue of additional shares at any time or from time to time and to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company . pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company, set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>Anthony S. Ceresa</i> 142 Cumberland Rd. St. 115 Glasgow Planning Engineer.</p>	<p>50.</p>
<p><i>Edoardo Giulio Ceresa.</i> 4 Durnis Gardens Mt Vernon Glasgow. Pharmacist</p>	<p>50.</p>

DATED this *Fourth* day of *July* 1973

WITNESS to the above Signatures: —

*James P. Blair*  
Solicitor  
55 West Regent St.,  
Glasgow.



5' 5605/3

The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Articles of Association

*He*  
~~A. & D. CERESA LIMITED~~  
*He*  
~~A. & D. CERESA LIMITED~~

### CONSTITUTION OF COMPANY

*He*  
~~A. & D. CERESA LIMITED~~  
*He*

1. ~~A. & D. CERESA LIMITED~~ is established as a private Company limited by shares, in the sense of the provisions of the Statutes. The regulations of the Company shall be those contained in the Table marked "A" in the First Schedule to the Companies Act, 1948, as amended by any subsequent Act, with the exception of Regulations 24, 25, 58, 59, 61, 75, 76, 77, 79, 84, 88 to 97 (both inclusive) and 101 of Table A, Part I and of all the Articles of Table A, Part II, and of any other regulations which are inconsistent with the additions and modifications hereinafter set forth.

2. The number of members of the Company shall be limited to fifty, not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company. No transfer which would increase such number of members beyond fifty shall be valid, and the Directors shall refuse to recognise or register any transfer which would increase such number, provided always that where two or more persons hold one or more shares jointly they shall, for the purpose of this Article, be treated as a single member.

3. No invitation shall be made to the public to subscribe for any shares or debentures of the Company, and the Company and its Directors, officials, agents, and all others, acting or who may act on its behalf, are hereby prohibited from making any such invitation to the public.

### INTERPRETATION.

4. In the construction of these presents the following words and expressions shall have the several meanings hereby assigned to them, so far as such meanings are not inconsistent with the context or subject-matter, viz: —

*He*  
~~A. & D. CERESA LIMITED~~  
*He*  
"The Company" means ~~A. & D. CERESA LIMITED~~.

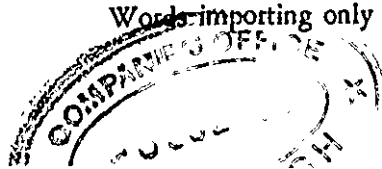
"The Statutes" means and includes "The Companies Act, 1948, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company."

"The Directors" means the whole number of the Directors of the Company for the time being, or a quorum of them duly called and assembled in accordance with these Articles.

"The Secretary" means any person appointed to perform the duties of Secretary of the Company.

Words importing persons include partnerships, companies and corporations.

Words importing only the masculine gender include the feminine gender.



## CAPITAL.

5. The shares shall be at the disposal of the Directors and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 2 hereof.

6. The Company shall not have power to issue Share Warrants to Bearer.

7. If two or more persons are registered as joint owners of any shares any one of them nominated in writing by them all from time to time, or in default of such nomination the person first named on the register in respect of such shares shall, as regards voting, receipt of dividend, service of notices and all and any other matters connected with the Company, excepting the transfer of shares, be deemed the sole owner.

8. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration which they may consider necessary for the purpose of determining whether or not the Company is an exempt private Company within the meaning of sub-section (4) of Section 129 of the Companies Act, 1948, or a close Company within the meaning of the Finance Acts.

9. Subject to any necessary sanction or authority being obtained the Company in General Meeting may at any time and from time to time pass a Resolution that any sum not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends with or without further participation in profits and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, or (b) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the members holding ordinary shares in the same proportions in which they would have been entitled thereto if the same had been distributed by way of dividend and in such manner as the Resolution may direct and such Resolution shall be effective; and the Directors shall in accordance with such Resolution apply such sum in paying up in full any unissued shares in the capital of the Company, or (save as regards any sum standing to the credit of a share premium account or capital redemption reserve fund) any debentures of the Company, on behalf of such members, and appropriate such shares or debentures to, and distribute the same credited as fully paid up amongst them in the proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum or (save as regards any such sum as aforesaid) shall apply such sum or any part thereof on behalf of such members in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued shares or debentures held by them. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights and vest any such shares, debentures or debenture stock in trustees upon such trust for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 52 of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective.

10. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper to a reserve fund, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for any other purpose for which the profits of the Company may lawfully be applied, or be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, and the Directors may divide the reserve fund into separate funds for special purposes, and may either employ the sums from time to time carried to the credit of such fund or funds in the business of the Company or invest the same in such investments (other than the shares of the Company or its holding company) as they

may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

#### LIEN

11. In Regulation 11 of Table A Part I the words "other than fully paid Shares" shall be omitted.

#### TRANSFER AND TRANSMISSION OF SHARES

12. The Directors, subject as aftermentioned, shall have an absolute discretion to refuse to recognise any transfer of shares or to register any transferee thereunder without assigning any reason for the refusal. The Directors may decline to recognise any instrument of transfer unless it is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Notwithstanding anything otherwise contained in these Articles the foregoing provisions of this Article shall not apply to and the Directors shall be bound subject to delivery of the relative Share Certificate and reasonable evidence of title to register any transfer of shares by the trustees or executors of a deceased registered shareholder in favour of one or more of such trustees or executors or of a widow, widower, son or daughter, of such deceased registered shareholder.

13. (a) No member shall be entitled to sell or transfer any shares held by such member unless he shall have first offered in writing to sell such shares to the Directors at a price to be mutually agreed, or failing agreement to be fixed by the Auditor of the Company as the fair value of the Shares. Such offer shall be irrevocable and shall constitute the Directors the Agents of the offerer for the sale of the Shares to any member holding shares in the Company, including the Directors personally, in accordance with the following procedure. Upon the price being agreed or fixed as aforesaid the Directors shall forthwith intimate in writing the offer and the price fixed to all the members excepting the offerer and such members or any of them shall be entitled to apply for the shares offered within four weeks thereafter at the price therein stated and such shares if over applied for shall be divided in proportion to the number of shares held by each applicant and if not over applied for shall be divided according to the applications. The result shall be intimated to the offerer within eight weeks after the price of the shares has been fixed. If the whole or any of the shares are not applied for, the offerer shall subject and without prejudice to the other provisions of these Articles, be entitled to sell the shares not so accepted at not less than the price agreed or fixed by the Auditor provided always that such sale is effected within one month from the date of intimation to the offerer of the declination or non-acceptance of the shares by the Directors. This Article shall not apply to shares disposed of by *mortis causa* deed. Nothing contained in this Article shall prejudice or qualify the rights of the Directors to refuse to recognise transfers as set out in Article 12 hereof.

(b) Notwithstanding what is hereinbefore contained on the bankruptcy of a member, the Trustee shall be obliged to offer to sell the shares held by such bankrupt member to the Directors at a price to be fixed by the Auditor of the Company and Regulation 30 of Table A Part I is modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS.

14. A resolution in writing signed by or on behalf of all the members for the time being of the Company shall be as valid and effectual as if it had been passed at a meeting of the Company duly called and constituted, but this Article shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by special or extraordinary resolution as defined by Section 141 of the Companies Act, 1948, or by resolution passed by the Company in General Meeting.

15. At any General Meeting a resolution put to the vote of the Meeting shall, unless it is passed unanimously by a show of hands, be decided by a poll which shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was taken. A poll on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that on which the poll is being taken may be proceeded with pending the taking of the poll.

16. It shall suffice that instruments appointing proxies be deposited at the registered office of the Company at least twenty-four hours before the time for holding the meeting, and it shall not be necessary to have such instruments attested by witnesses. Regulation 69 of Table A Part I is modified accordingly.

17. Any member may vote on any question, even though he may be personally interested therein, subject to any law thereanent.

#### DIRECTORS.

18. The number of Directors of the Company shall not exceed five.

19. The names of the first Directors of the Company and of the Chairman of Directors shall be determined in writing by the subscribers of the Memorandum of Association. At each Ordinary General Meeting of the Company the whole of the Directors shall retire from office and shall be eligible for re-election. At the first meeting of Directors after each Ordinary General Meeting the Directors shall elect a Chairman of Directors who shall hold office until the first meeting of Directors following on the next Ordinary General Meeting and shall be eligible for re-election as Chairman.

20. The Company may, by Extraordinary resolution, remove any Director before the expiration of his period of office.

21. In the event of a vacancy in the office of Director however arising, the remaining Director or Directors shall forthwith summon a meeting of the members, and such meeting shall appoint a Director to fill the vacancy. The executors or trustees of a deceased member or members and that whether entered in the Register of Members or not and even if such executors or trustees have not been confirmed shall be entitled to receive notice of and be represented and to act and vote at such meeting in all matters relating to the appointment of a Director as if they or such one of their number as they may appoint for that purpose had been the duly registered holder of the shares held by the deceased member. The person appointed to fill a vacancy in the office of Director shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

22. Provided that he is a person a transfer of shares in whose favour the Directors would, under Article 12 hereof, be bound to recognise, a Director need not hold any share qualification; otherwise the qualification of a Director shall be the holding of one share.

23. In Regulation 86 of Table A Part I the words "and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted.

24. A Director, providing he is not for the time being the sole Director, may hold the office of Secretary, or any other office under the Company, and may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

25. If any Director shall be called upon to go or reside abroad on the Company's business, or otherwise perform extra services at home or abroad or shall undertake any cautionary obligation or guarantee on behalf of the

Company, the Directors may arrange with such Director for special remuneration for such services, either by way of salary, commission or payment of a stated sum of money, as they shall think fit, and the Directors shall be repaid any travelling or other expenses properly incurred in connection with the business of the Company, including their attendance at meetings of the Directors.

26. Subject to the provisions of Section 199 of the Companies Act, 1948, no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lessor, customer or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting, or being such member or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established, provided that the fact of his being interested therein and the nature of his interest be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest; and such Director may vote in respect of any such contract or arrangement.

#### BORROWING POWERS.

27. Regulation 79 of Table A Part I shall not apply to the Company but in lieu thereof the following provisions shall have effect:—

The Directors may from time to time receive on deposit, borrow or otherwise raise for the purposes of the Company, with or without security, and that either from themselves or any of them or from third parties, such sums of money as they shall from time to time think proper at such rates of interest, and upon such terms and with such provisions in favour of the lenders as the Directors may approve; and as security for any money so received, borrowed or raised, the Directors may draw, accept, or endorse any bills or promissory notes on behalf and in the name of the Company, or mortgage, charge or pledge all or any part of the Company's property, both present and future including uncalled capital.

#### DISQUALIFICATION OF DIRECTORS

28. The office of Director shall be vacated if the Director:—

- (a) Ceases to be a Director by virtue of Section 182 of the Companies Act, 1948, or
- (b) Becomes bankrupt or insolvent or suspends payment or compounds with his creditors, or
- (c) Is declared lunatic or becomes of unsound mind, or
- (d) By notice in writing to the Company he resigns his office, or
- (e) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act, 1948.

#### DISTRIBUTION OF ASSETS ON WINDING UP.

29. If the Company shall be wound up, any Director, agent, trustee or member of the Company, alone or jointly with any other person, may become a purchaser of property belonging to the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---


Anthony D. Cress.  
142 Cumberland Rd.  
Stapp's Glasgow.  
Planner, Engineer.

Edoardo Giulio Cress.  
In Dunc's Gardens  
Mt Vernon  
Glasgow  
Pharmacist.

---

DATED this Fourth day of July 1973

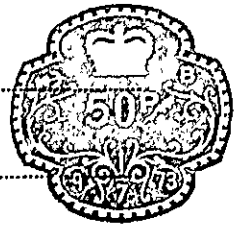
WITNESS to the above Signatures: —

  
Solicitor  
55 West Regent St.,  
Glasgow C.2.

## STATEMENT OF THE NOMINAL CAPITAL

OF

A. &amp; F. CERESA



LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature A. W. Arthur

Description Solicitor (engaged in the formation)

Dated the fourth day of July 19 73

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference Am.

John Wilson & Co  
55 W Regent St., Glasgow.

Number of Company . 53605/31

Form No. CA 50

THE COMPANIES ACTS 1948 to 1981

[COPY]

**special resolution(s)**

of A. & E. Ceresa Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at Glasgow

on the Twenty First day of March 1985

the following SPECIAL RESOLUTION(S) was/were duly passed:—

- One. That the Memorandum of Association of the Company be altered by the addition of a clause III (bb) after Clause III (b) to read as follows

To invest in lands, buildings, rights or interests in or over lands or buildings and any other heritable property or real or leasehold estate and also in connection therewith any moveable property or rights; to erect or procure the erection of buildings of any kind on any property of the Company or elsewhere and make and enter into contracts of every kind incidental thereto; to hold, let and manage lands, buildings and other property acquired or erected by the Company or in which the Company is interested and to develop, improve or otherwise turn to account any lands, buildings and other property acquired or erected by the Company.

**NOTES**

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name  
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose



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24 Castle Street Edinburgh EH2 3HT Telephone 031-225-7308 Telex 72428