



CERTIFICATE OF INCORPORATION

No. 57673

I hereby certify that

Dalgarno (Wine Cellars) 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 1 May 1975

J. B. F. MUIR

Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company Dalgarno (Wine Cellars) Limited*

I, ...John George Quigley,
of ...402 Sauchiehall Street, Glasgow, G2 3JJ.....Do solemnly and sincerely declare that I am (see note (a) below) ...Solicitor engaged in
the formation.....of ...Dalgarno... (Wine Cellars)
..... 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 atGlasgow,.....

theFifteenth..... day ofApril,.....

one thousand nine hundred andseventy-five.....

before me.

A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

RENNIE & HODGE
LTD.
Company
Registration
Agents

141 West Regent St.
Glasgow, G2 2SL
Tel. 041-221 6431

RENNIE & HODGE LTD.
Presented by: 141 West Regent Street
GLASGOW G2 2SL

Presenter's reference:

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

DALGARNO (WINE CELLARS) LIMITED

INCORPORATED THE

DAY OF

197

DEWITT & HODGE LTD.
141 West Street
GLoucester

54643
2

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

COMPANIES
REGISTRATION

MEMORANDUM of ASSOCIATION
of
DALGARNO (WINE CELLARS) LIMITED

- I. The name of the Company is "DALGARNO (WINE CELLARS) LIMITED"
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-
- (1) To carry on in Scotland and elsewhere all or any of the businesses of wine, beer and spirit merchants, licensed victuallers or grocers, inn, hotel, restaurant, cafe, tavern and refreshment room keepers, club owners, managers or controllers, brewers, agents, manufacturers or merchants and dealers in aerated, mineral and artificial waters and other drinks, purveyors and caterers, tobacco and cigar merchants, proprietors of motor and other vehicles, ice merchants, importers and brokers of food, live and dead stock, and colonial and foreign produce of all descriptions, proprietors of reading, writing and newspaper rooms and places of amusement, recreation and sport, and any other business which in the opinion of the Company can be conveniently carried on in connection therewith.
 - (2) To apply from time to time in the name of the Company, or in such other name as may be determined, for and to hold all such licences as may be required for the carrying on of the businesses of the Company; and to transfer any such licences from time to time as may be desired.
 - (3) To carry on any of the above trades or businesses, in any part of Great Britain, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses, or not, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company may enhance the value of or render more profitable any of the Company's business or property.
 - (4) /

- (4) To lend, invest and deal with the available moneys of the Company as the Directors shall deem proper upon such securities including personal obligations and in such manner as may from time to time be determined and to lend and advance money with or without security to any company, firm or person transacting or dealing with the Company upon such terms as may be resolved, as also to give guarantees and carry on and transact guarantee business.
- (5) To sell, improve, manage, develop, feu, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (6) To establish branches and agencies in the United Kingdom or abroad for the purposes of the Company, and to regulate and discontinue the same.
- (7) To enter into any partnership or arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this 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.
- (8) To acquire and undertake all or any part of the business, property or assets, and assume all or any of the liabilities of any other company, association, firm or person carrying on any business hereinbefore authorised, or possessed of property suitable for the purposes aforesaid and to amalgamate with or acquire the business or undertaking of any person, partnership, company or companies, and to pay for the same in whole or in part by shares, debentures, bonds, cash, or otherwise.
- (9) To sell, let or otherwise dispose of the whole properties and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not.
- (10) To borrow or raise and secure the payment of money in any way, and in particular by standard security, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital and to purchase, redeem or pay off any such securities.

(11) /

- (11) To draw, make, accept, endorse, discount, execute, issue, negotiate or sell debentures, charges, bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities and mercantile documents, and to receive money and deposit at interest or otherwise.
- (12) To pay for any property acquired by or services rendered to the Company, either wholly or partly by the issue of shares, wholly or partly paid up or of debentures, negotiable instruments or otherwise.
- (13) To issue any shares of the Company, at par, or at a premium, or as fully or in part paid up, and so far as by law allowed, at a discount.
- (14) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (15) To pay or arrange for the payment of pensions and allowances to directors and employees, ex-directors and ex-employees of the Company and their dependants and for that purpose to establish and carry on or join in the establishment and carrying on of any Pension Fund and to contribute to such Pension Fund and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (16) To remunerate any person 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 Company's Capital, or any Debentures or other securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.
- (17) To effect, purchase, or otherwise acquire and keep up, at the cost of the Company, any policy or policies of insurance upon the life or lives of any person or persons holding any office or employment under the Company, or indebted to the Company and to surrender, sell, discharge, or give up such policy as aforesaid.
- (18) To amalgamate with any other company or companies.
- (19) To pay out of the Company's funds all costs, charges, and expenses of whatever kind of or in connection with, or arising out of the incorporation of the Company, and the issue of the Company's shares or any future capital, including, so far as by law allowed, brokerage and commission, and cost of advertising and all preliminary expenses.
- (20) /

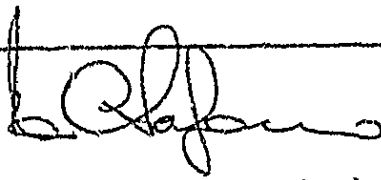

- (20) To do all such other things, whether of the like or any other kind which the Company may consider to be in any way incidental to or connected with any of the above objects, or conducive to the attainment thereof, or otherwise likely in any respect to be advantageous to the Company, and in case of doubt as to what shall be so incidental, connected, conducive or advantageous as aforesaid, the decision of an Extraordinary General Meeting of the Company shall be conclusive and declaring that the various businesses or objects specified in the foregoing paragraphs shall be regarded as independent objects, and in no wise restricted (except when otherwise expressed in the above paragraphs) by reference to or inference from the name of the Company or the businesses or objects contained in any other paragraphs, or the numerical position of any other paragraph, nor shall any of the foregoing paragraphs or the objects therein specified or the powers thereby conferred, be deemed subsidiary or ancillary merely to the objects contained in the first or any other paragraph or paragraphs, but the Company shall have full power to exercise from time to time all or any of the powers contained in the foregoing paragraphs or any of them.

IV. The liability of the members is limited.

- V. The Share Capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each; with power to increase or reduce the Capital as also power to divide the Shares in the Capital, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined at the time of issue by or in conformity with the regulations of the Company for the time being.

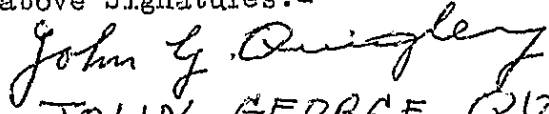
WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite/

opposite our respective names.

SUBSCRIBERS	Number of Shares taken by each Subscriber. (In own handwriting - not figures)
<p>Signature </p> <p>Name IAN CLARKE DALGARNO</p> <p>Address WOODGREEN WATT LANE BRIDGE OF WEIR</p> <p>Description LICENSED GROCER</p>	ONE
<p>Signature </p> <p>Name EDITH AGNES DALGARNO</p> <p>Address "WOODGREEN" WATT LANE BRIDGE OF WEIR</p> <p>Description HOUSE WIFE</p>	ONE

DATED the 15th day of April 1975

WITNESS to the above Signatures:-

Signature 

Name JOHN GEORGE QUIGLEY

Address 402 Sanchiehall Street Glasgow

Description. Solicitor

5/6/73
3
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

DALGARNO (WINE CELLARS) LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967, (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following Regulations of Part I of the said Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 79, 84(2), 84(4), 88(f), 89, 90, 91, and 92 and the following Regulations thereof shall be modified:-

Regulation 98 so that the words "in case of an equality of votes the Chairman shall have a second or casting vote" shall be held to be delete.

Regulation 99 so that the word "two" shall be amended to read "three".

Regulation 104 so that the words from and including "and in the case" to the end of the Regulation shall be held to be delete.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER

TRANSFER OF SHARES

6. Regulation 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.
7. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by an independent Accountant as the fair value thereof. If within twenty eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Regulation 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

9. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.
10. The Directors shall require no share qualification but nevertheless shall be entitled to attend and speak at any General Meeting for the Company.
11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
12. Subject/

12. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which such matter is considered.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligations of the Company or of any third party.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

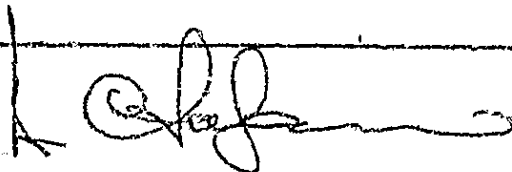
INDEMNITY

15. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Regulation 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company, against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of /

of his duties or in relation thereto.

SUBSCRIBERS

Signature



Name

IAN CLARKE DALE ARNO

Address

WOODGREEN

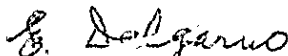
WATT LANE

BRIDGE OF WEIR

Description

LICENSED GROCER

Signature



Name

EDITH AGNES DALGARNO
"WOODGREEN" WATT LANE,

Address

BRIDGE OF WEIR

Description.

HOUSEWIFE.

DATED the

15th

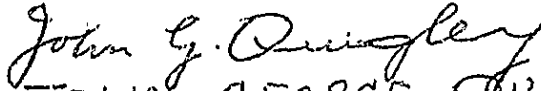
day of

April

1975

WITNESS to the above Signatures:-

Signature



Name

JOHN GEORGE QUIGLEY

Address

402 Sauchiehall Street Glasgow

Description

Solicitor.

GLASGOW 18th Dec 1974 We certify
that the Memorandum and Articles of Association of
DALGARNO (WINE CELLARS) LIMITED have been produced
by us by the stencil duplicating process.

RENNIE & HODGE LTD

..... DIRECTOR

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

DALGARNO (WINE CELLARS) LIMITED

INCORPORATED THE

DAY OF

197

Jno. Shaughnessy Quigley & McColl,
Solicitors,
402 Sauchiehall Street,
GLASGOW.

THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES

57673/26

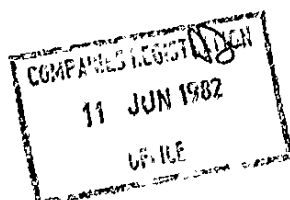
DALGARNO (WINE CELLARS) LIMITED

SPECIAL RESOLUTION



AT an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the above COMPANY duly convened and held on the 4th day of June Nineteen hundred and eighty two the following Resolution was duly passed as a Special Resolution:-

- (A) THAT the authorised share capital of the Company be and is hereby increased to £20,200 by the creation of 20,000 Preferred Ordinary Shares of 1p each having the rights and privileges specified in the Articles of Association of the Company adopted pursuant to paragraph (B) of this Resolution and that the Directors be and they are hereby authorised to issue such Preferred Ordinary Shares at such time or times and subject to such conditions as they may in their sole discretion determine, provided that the authority hereby given to the Directors shall expire five years from the date of passing of this Resolution.
- (B) THAT the existing Articles of Association be and they are hereby cancelled and in substitution therefor the Articles of Association of which a print is laid on the table and is subscribed by the Chairman for identification be and they are hereby adopted as the Articles of Association of the Company.



(C)

THAT the sum of £200 being part of the amount standing to the credit of revenue reserves in the books of account of the Company be capitalised and that such sum of £200 be set free for distribution and appropriated as capital to and among the Members and that the Directors be and are hereby authorised and instructed to apply the said sum of £200 in paying up in full 20,000 Preferred Ordinary Shares of 1p each in the capital of the Company and to allot and distribute such Preferred Ordinary Shares of 1p in the capital of the Company as at the date of commencement of this Meeting in the proportion as nearly as circumstances admit of 1 Preferred Ordinary Share for each Ordinary Share of £1 in the capital held by them respectively as aforesaid and so that no shareholder shall be entitled to a fraction of a new share.

Foruda Shum
Chairman.

G

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

27

57673

Name of Company

Dalgarno (Wine Cellars)

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 4/6/82

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 20200 beyond the registered capital of £ 20000

†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
20,000	Preferred Ordinary	1p

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Please tick here if
continued overleaf

☐

†delete as
appropriate

Signed *Wanda J. Smith*

[Director] [Secretary]‡ Date

7.6.82

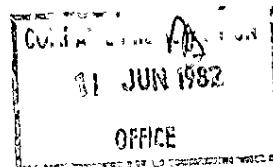
Presenter's name, address and
reference (if any):

Dorman, Jeffrey & Co.,
Solicitors,
Provincial House,
140 West George Street,
GLASGOW. G2 2HH

6/A1.64

For official use
General section

Post room



Company No. 57673

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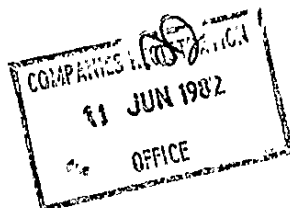
THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DALGARNO (WINE CELLARS) LIMITED
(as adopted as at 7th June, 1982)

Incorporated in Scotland under the Companies Acts the First
day of May, Nineteen hundred and seventy five



DORMAN, JEFFREY & Co.
Solicitors & Notaries
Glasgow

THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DALGARNO (WINE CELLARS) LIMITED
(as adopted as at 7th June, 1982)

GENERAL

1. The Regulations contained in Table A, Part I, in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of Schedule 3 to the Companies Act 1980 (hereinafter referred to as "Table A, Part I") shall apply to and shall be the regulations of the Company save as insofar as they are excluded or varied hereby or are inconsistent herewith.
2. The Regulations numbered 24, 30, 31, 53, 62, 77, 79, 87, 89 to 96 inclusive, 107 and 108 and 114 of Table A, Part I shall not apply to the Company and the following Regulations shall be modified:-

Regulation 8 so that the words "and bear autographic signatures of at least two Directors or one Director and the Secretary" shall be inserted after the words "Every Certificate shall be under the seal."

Regulation 11 so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete.

Regulation 15 so that the words "provided that no call

shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call", shall be held to be delete.

Regulation 22 so that the words "(except in the case of fully paid shares)" shall be inserted after the words "executed by or on behalf of the transferor and".

Regulation 32 so that the proviso shall be held to be delete.

Regulation 33 so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Regulation 75 so that the words "The number of the Directors and" shall be held to be delete. The remainder of said regulation 75 shall apply only in the event of the Articles of Association set out herein being adopted with effect on and from the date of incorporation of the Company.

Regulation 84 so that sub-paragraph (2) thereof shall be held to be delete.

Regulation 86 so that the words from and including the words "and every Director" to the end of the Regulation shall be held to be delete.

Regulation 88 so that there shall be added at the end thereof the following additional sub-paragraph:-

"(g) shall, by reason of any statutory enactment or rule of law from time to time, cease to hold or become disqualified from holding office as

a Director of the Company".

Regulation 97 so that the words "and without prejudice to the powers of the Directors under Regulation 95" and the final sentence thereof shall be held to be delete.

SHARE CAPITAL

3. (i) The share capital of the Company at the date of adoption of these Articles is £20,200 divided into 20,000 Ordinary Shares of £1 each (hereinafter called "the Ordinary Shares") and 20,000 Preferred Ordinary Shares of 1p each (hereinafter referred to as "the Preferred Ordinary Shares") and any profits which it may be determined to distribute by way of dividend shall be paid to and among the holders of the Preferred Ordinary Shares pari passu in proportion to the capital from time to time paid up or credited as paid up on the Preferred Ordinary Shares held by them respectively subject only to the rights of the holders of the Ordinary Shares to receive pari passu with the holders of the Preferred Ordinary Shares a fixed non-cumulative dividend at the rate of 5 per centum per annum on the capital from time to time paid up or credited as paid up on the Ordinary Shares held by them respectively; and in the event of the winding up of the Company any surplus assets of the Company after payment of all debts and liabilities of the Company shall be applied:-

- (a) in or towards payment to and among the holders of the Preferred Ordinary Shares of the capital paid up or credited as paid up on the Preferred Ordinary Shares held by them respectively; and
- (b) thereafter in or towards payment to and among the holders of the Ordinary Shares of 1/100th of the

capital paid up or credited as paid up on the Ordinary Shares held by them respectively, and

(c) thereafter the payment of any balance thereof to and among the holders of the Preferred Ordinary Shares pari passu in proportion to the amount paid up or credited as paid up at the commencement of the winding up upon the Preferred Ordinary Shares held by them respectively.

(ii) At any General Meeting of the Company upon a poll every Member present in person or by proxy shall have one hundred votes for every one pence nominal paid up or credited as paid up on the Preferred Ordinary Shares on the capital of the Company of which he is the holder.

(iii) The holder or holders for the time being of a majority of the Preferred Ordinary Shares may from time to time appoint any person or persons as a Director or Directors of the Company and may remove from office as such any or all of the Directors for the time being, howsoever appointed. Any such appointment or removal shall be made in writing (which may consist of several documents in the like form, each signed by one or more persons) under the hand or hands of the holder or holders for the time being of the majority of the Preferred Ordinary Shares, a corporation holding any such shares acting by instrument in writing signed on behalf of such corporation by its secretary duly authorised in that behalf and shall take effect on and from the date on which such instrument is lodged at the Registered Office for the time being of the Company.

PRIVATE COMPANY

4. The Company is hereby declared to be a private Company and no

invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.

5. The Company shall not have power to issue share warrants to bearer.

SHARES

6. Unless otherwise determined by Ordinary Resolution of the Company all or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing specifying the number of shares comprised in the offer and specifying a date (being not less than fourteen days after the date of the offer) after which the offer, if not by then accepted, will be deemed to have been refused. The offer shall indicate that a member may accept in respect of a lesser number of shares than those comprised in the offer and shall also include notification to the effect that a member to whom the offer is made who desires an allotment of shares in excess of the number of shares comprised in the offer should within twenty one days from the date of the offer state how many excess shares he desires to have. If one or more of the members to whom the offer is made do not accept the offer in respect of all the shares offered to them, the shares in respect of which no acceptance is received ("the excess shares") shall be applied in satisfying any request or requests for excess shares. In the event of the excess shares being insufficient in number to satisfy all the requests received for excess shares such request or requests for excess shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of Ordinary Shares of the members making such requests. If any shares are not taken up by the

existing members in accordance with the provisions of this Article then the Directors may dispose of such shares to such persons and on such terms and conditions as they deem desirable and without prejudice to the foregoing generality they may allot such shares in payment of property sold or transferred or for services rendered to the Company or for such other consideration as the Directors may think fit and the shares so allotted may be issued as, and shall be deemed to be, partly paid up or fully paid up shares.

The provisions of the Companies Act 1980, Section 17(1), (6) and (7) are hereby expressly excluded.

7. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share whether or not it is a fully paid share.

MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least one-half of the capital of the Company whose holders are entitled to be present and vote.
9. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

VOTES OF MEMBERS

10. Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of share, on a show of hands every member who is present in person shall have one vote and on a poll every member present in person or by proxy shall (subject to Regulation 65 of Table A, Part I) have one vote in respect of each £1, in nominal amount of share capital of which he is the holder.
11. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or, being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and, may consist of several documents in the like form, each signed by one or more persons.

DIRECTORS

12. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two nor more than twenty.
13. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the members of the Company.
14. Each of the Directors shall receive such fee, if any, as such Director as the Company shall from time to time determine in General Meeting.
15. All the Directors shall be repaid all travelling, hotel and other expenses properly incurred by them in attending Board Meetings, or otherwise in connection with the business of the

Company.

16. The Directors shall be entitled to borrow or raise money from themselves or from others for the purposes of the business of the Company in such manner whether secured or unsecured and to such extent as they think fit, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.
17. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of auditor on such terms as to remuneration and otherwise as the Directors may determine.
18. Without restricting the generality of the powers conferred on the Directors, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them and so that any Director shall be entitled to receive and retain for his own benefit

any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

19. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.
20. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms, including provision for remuneration, as they think fit and may revoke such appointment at any time.
21. The Company may in General Meeting declare dividends.

INDEMNITY

22. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 137 Table A, Part I shall be extended accordingly.

What is contained on this and the eight preceding pages is a print of the Articles of Association adopted by Special Resolution of the Members of the Company held on the 7th day of June, 1982.

.....
Director.

Company No. 57673

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

DALGARNO (WINE CELLARS) LIMITED

SPECIAL RESOLUTION

AT an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the above Company duly convened and held at Glasgow on the Twenty second day of May Nineteen hundred and eighty four the following Resolution was duly passed as a Special Resolution:-

THAT the provisions of the Memorandum of Association of the Company be altered by the deletion of Clause Three and the substitution thereof of the new Clause Three, all as contained in the print of the Memorandum of Association submitted to this Meeting and subscribed by the Chairman thereof for identification as relative hereto.

.....
Director



THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES

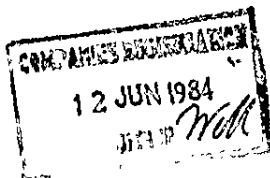
MEMORANDUM OF ASSOCIATION

(as altered as at 22nd May, 1984)

of

DALGARNO (WINE CELLARS) LIMITED

1. The name of the Company is DALGARNO (WINE CELLARS) LIMITED.
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company will be established are:-
 - (1) (a) To carry on in the United Kingdom or elsewhere the business of Licensed Victuallers, Wine, Beer and Spirit Merchants and Agents, Grocers, Surveyors, Brewers, Blenders, Importers, Retailers and Wholesalers of wine, beer and spirits, mineral and other drinks, Tobacco and Cigar Merchants, Hoteliers, Inn Keepers, Cafe and Club Owners, Restaurateurs and Caterers and any other business that may be profitably carried on along with or to further the aforementioned objects of the Company.



(b) To establish, acquire by purchase or otherwise and to conduct, carry on and manage in the United Kingdom or elsewhere all or any of the businesses and trades of dealers in and manufacturers, suppliers, lessors, distributors, wholesalers, retailers and repairers of teletext instruments and devices, video-display systems and units, video recorders, television, radio, telex, telephone, telecopiers, gramophones, record players, hi-fi and stereo equipment, discotheque equipment, audio and visual apparatus of all kind, record, tapes, cassettes and any other equipment product or ware from time to time available for the purpose of recording or reproducing sound, whether musical, dramatic, educational, entertaining or otherwise together with all types of equipment and products whether electronic, electrical, mechanical or otherwise used or capable of being used for in connection with or to such records, tapes and cassettes or other equipment product or ware as aforesaid and all written materials relevant thereto or any of them and all forms of communication equipment and instrumentation whether presently in existence or to be hereinafter developed and all or any parts or components thereof or accessories thereto; and to act as technical, industrial or production consultants, advisers or instructors in connection with any of the foregoing or aftermentioned equipment.

(b) To establish, acquire by purchase or otherwise and to conduct, carry on and manage in the United Kingdom or elsewhere all or any of the businesses and trades of dealers in and manufacturers, suppliers, lessors, distributors, wholesalers, retailers and repairers of teletext instruments and devices, video-display systems and units, video recorders, television, radio, telex, telephone, telecopiers, gramophones, record players, hi-fi and stereo equipment, discotheque equipment, audio and visual apparatus of all kind, record, tapes, cassettes and any other equipment product or ware from time to time available for the purpose of recording or reproducing sound, whether musical, dramatic, educational, entertaining or otherwise together with all types of equipment and products whether electronic, electrical, mechanical or otherwise used or capable of being used for in connection with or to such records, tapes and cassettes or other equipment product or ware as aforesaid and all written materials relevant thereto or any of them and all forms of communication equipment and instrumentation whether presently in existence or to be hereinafter developed and all or any parts or components thereof or accessories thereto; and to act as technical, industrial or production consultants, advisers or instructors in connection with any of the foregoing or aftermentioned equipment.

(c) To promote the interests of Agnew Stores (Holdings) Limited (Registered Number 46887), Swift Wines Limited (Registered Number 61237), Rivinvend Limited (Registered Number 54465) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company.

(2) To apply from time to time in the name of the Company, or in such other name as may be determined, for and to hold all such licences as may be required for the carrying on of the businesses of the Company; and to transfer any such licences from time to time as may be desired.

(3) To carry on any of the above trades or businesses, in any part of Great Britain or elsewhere, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or

businesses, or to, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company may enhance the value of or render more profitable any of the Company's business or property.

- (4) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the Directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (5) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copy-rights, trade marks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.

- (6) To lend, invest and deal with the available moneys of the Company as the Directors shall deem proper upon such securities including personal obligations and in such manner as may from time to time be determined and to lend and advance money with or without security to any company, firm or person transacting or dealing with the Company upon such terms as may be resolved, as also to give guarantees and carry on and transact guarantee business.
- (7) To sell, improve, manage, develop, feu, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (8) To establish branches and agencies in the United Kingdom or abroad for the purposes of the Company, and to regulate and discontinue the same.
- (9) To enter into any partnership or arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this 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.
- (10) To acquire and undertake all or any part of the business, property or assets, and assume all or any of the liabilities of any other company, association, firm or person carrying on any

business hereinbefore authorised, or possessed of property suitable for the purposes aforesaid and to amalgamate with or acquire the business or undertaking of any person, partnership, company or companies, and to pay for the same in whole or in part by shares, debentures, bonds, cash, or otherwise.

- (11) To sell, let or otherwise dispose of the whole properties and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not.
- (12) To borrow or raise and secure the payment of money in any way, and in particular by standard security, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital and to purchase, redeem or pay off any such securities.
- (13) To draw, make, accept, endorse, discount, execute, issue, negotiate or sell debentures, charges, bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities and mercantile documents, and to receive money on deposit at interest or otherwise.
- (14) To pay for any property acquired by or services rendered to the Company, either wholly or partly by the issue of shares, wholly or partly paid up or of debentures, negotiable instruments or otherwise.

- (15) To issue any shares of the Company, at par, or at a premium, or as fully or in part paid up, and so far as by law allowed, at a discount.
- (16) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (17) To pay or arrange for the payment of pensions and allowances to directors and employees, ex-directors and ex-employees of the Company and their dependants and for that purpose to establish and carry on or join in the establishment and carrying on of any Pension Fund and to contribute to such Pension Fund and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (18) To remunerate any person 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 Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.
- (19) To effect, purchase, or otherwise acquire and keep up, at the cost of the Company, any policy or policies of insurance upon the life or lives of any person or persons holding any office or employment under the Company, or indebted to the Company and to surrender, sell, discharge, or give up such policy as aforesaid.

- (20) To amalgamate with any other company or companies.
- (21) To pay out of the Company's funds all costs, charges, and expenses of whatever kind of or in connection with, or arising out of the incorporation of the Company, and the issue of the Company's shares or any future capital, including, so far as by law allowed, brokerage and commission, and cost of advertising and all preliminary expenses.
- (22) To do all such other things, whether of the like or any other kind which the Company may consider to be in any way incidental to or connected with any of the above objects, or conducive to the attainment thereof, or otherwise likely in any respect to be advantageous to the Company, and in case of doubt as to what shall be so incidental, connected, conducive or advantageous as aforesaid, the decision of an Extraordinary General Meeting of the Company shall be conclusive and declaring that the various businesses or objects specified in the foregoing paragraphs shall be regarded as independent objects, and in wise restricted (except when otherwise expressed in the above paragraphs) by reference to or inference from the name of the Company or the business or objects contained in any other paragraphs, or the numerical position of any other paragraph, nor shall any of the foregoing paragraphs or the objects therein specified or the powers thereby conferred, be deemed subsidiary or ancillary merely to the objects contained in the first or any other paragraph or paragraphs, but the Company shall have full power to exercise from time to time all or any of the powers contained in the foregoing paragraphs or any of them.

4. The Liability of the members is limited.
5. The Share Capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each*; with power to increase or reduce the capital as also power to divide the shares in the capital, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined at the time of issue by or in conformity with the regulations of the Company for the time being.

* By Special Resolution dated _____ the share capital of the Company was increased by £200 by the creation of 20,000 Preferred Ordinary Shares of 1p each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in 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 & DESCRIPTIONS OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

(sgd) Ian Clarke Dalgarno
Ian Clarke Dalgarno,
"Woodgreen",
Watt Lane,
Bridge of Weir

One

Licensed Grocer

(sgd) Edith Agnes Dalgarno
Edith Agnes Dalgarno,
"Woodgreen",
Watt Lane,
Bridge of Weir

One

Housewife

Dated the Fifteenth day of April 1984.

Witness to the above Signatures:-

(sgd) John George Quigley
John George Quigley,
402 Sauchiehall Street,
GLASGOW.

Solicitor

What is contained on this and the preceding nine pages is a print of the Memorandum of Association altered by Special Resolution of the Members of the Company dated the Twenty second day of May Nineteen hundred and eighty four.

.....
Director



225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

152

57673

Name of company

*Insert full name of company

* DALGARNO (WINE CELLARS) LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 1

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 0 1 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed J.G. Gordon [Director] [Secretary]† Date 19th December 1986

Presentor's name, address and reference (if any):

J.G. Gordon, Esq.
Agnew Stores (Holdings) Ltd
Hawthorn House,
Cloberfield Road,
MILNGAVIE,
Glasgow. G62 7LN

For official use
General Section

Post room

22 DEC 1986

Company Number: 57673

SPECIAL RESOLUTION

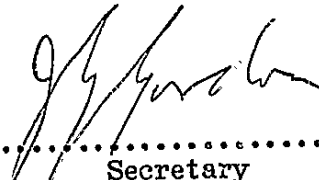
of

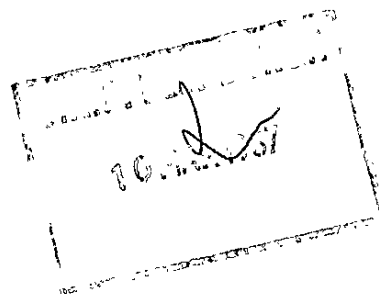
DALGARNO (WINE CELLARS) LIMITED

passed

At the Annual General Meeting of the above company, duly convened and held at 111/113 Renfrew Road, Paisley on 5th December 1986 the subjoined Special Resolution was duly passed, viz;

It was resolved, under the terms of Section 252 of the Companies Act 1985, that auditors shall not be appointed.


.....
Secretary



G

225(1)

Notice of new accounting reference
date given during the course of
an accounting reference period

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies For official use Company Number

Name of Company

--	--	--

57673

Dalgarno (Wine Cellars) Limited

gives notice that the company's new accounting
reference date on which the current
accounting reference period and each
subsequent accounting reference period of
the company is to be treated as coming, or
as having come, to an end is

Day		Month	
0	1	0	3

The current accounting reference period of
the company is to be treated as EXTENDED
and will come to an end on

Day		Month		Year			
0	1	0	3	1	9	8	9

If this notice states that the current accounting reference period is to
be extended, and reliance is being placed on section 225(6)(c) of the
Companies Act 1985, the following statement should be completed:

The company is a subsidiary of Allied Breweries Limited
company number 124723
the accounting reference date of which is 1 March

If this notice is being given by a company which is subject to an
administration order and this notice states that the current accounting
reference period of the company is to be extended AND it is to be extended
beyond 18 months OR reliance is not being placed on section 225(6) of the
Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

Signed

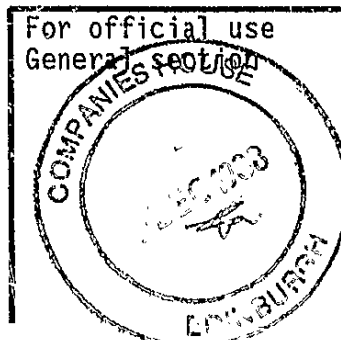


Designation SECRETARY Date 6/12/88

Presentor's name, address
and reference (if any):

E Harbron
Allied Breweries Limited
107 Station Street
BURTON UPON TRENT
Staffordshire DE14 1BZ

For official use
General section



Post room

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

57673

Name of company

* DALGARNO (WINE CELLARS) LIMITED

* insert full name of company

Note Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

2 4 0 8

Day Month Year

2 4 0 8 1 9 9 5

3. The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a ^{SUBSIDIARY} [subsidiary/parent]† undertaking of

ALLIED DOMESTIC RETAILING LIMITED

, company number 124723

the accounting reference date of which is 24th AUGUST

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

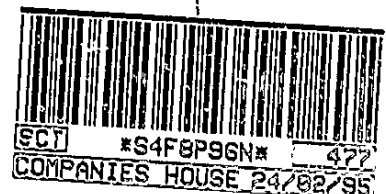
6. Signed *R E Bell* Designation† SECRETARY Date 23-2-95

Presentor's name address telephone number and reference (if any):

R E BELL
107 STATION STREET
BURTON-ON-TRENT
DE14 1BZ
01283 545320

For official use
D.E.B.

Post room



† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate