



CERTIFICATE OF INCORPORATION

No. 60289

I hereby certify that

JUSTERINI & BROOKS (SCOTLAND) 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, 29 June 1976

J. B. I. McTAVISH
Registrar of Companies

No. of Company 60289

Form No. 41

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company JUSTERINI & BROOKS (SCOTLAND) Limited*

I, JAMES STEWART
of 54 QUEEN STREET, EDINBURGH

Do solemnly and sincerely declare that I am (see note (a) below) A SOLICITOR ENGAGED
IN THE FORMATION

of JUSTERINI & BROOKS (SCOTLAND)
..... 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.

EDINBURGH

Declared at

the 22nd day of JUNE

one thousand nine hundred and 76

before me.

David A. Stewart NP

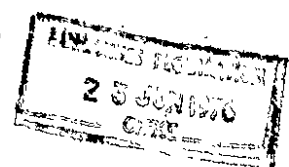
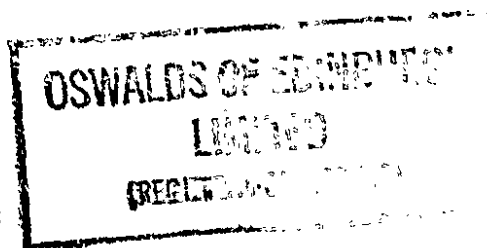
A Commissioner for Oaths (see note (b) below)

- (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 or Solicitor having the power conferred on a Commissioner for Oaths

*Delete "Limited" if not applicable.

Presented by:

Presenter's reference:



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

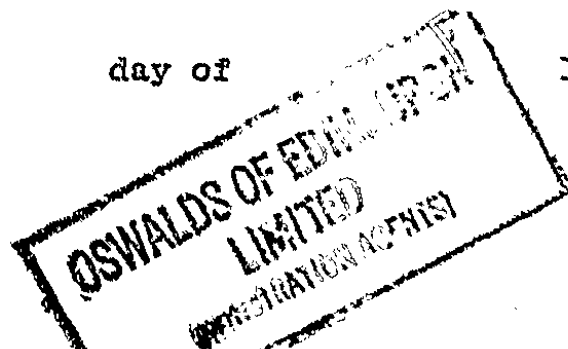
OF

JUSTERINI & BROOKS (SCOTLAND) LIMITED

(Incorporated the

day of

19



Oswalds of Edinburgh Limited
Registration Agents,
54 Queen Street,
Edinburgh EH2 3NY

60289

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

JUSTERINI & BROOKS (SCOTLAND) LIMITED

1. The name of the Company is "JUSTERINI & BROOKS (SCOTLAND) LIMITED."
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (1) To carry on the businesses of wine and spirit merchants (wholesale and retail), brewers and maltsters in all branches, agents, brokers, spirit blenders, distillers, hop merchants and growers, malt factors, corn merchants, importers, exporters, bonded store and warehouse proprietors and keepers, coopers, bottlers, bottle makers, manufacturers of and dealers in aerated and mineral waters and other drinks, licensed victuallers, hotel keepers, beerhouse keepers, caterers, restaurant keepers, lodginghouse keepers, ice manufacturers and merchants, tobacconists, farmers, dairymen, yeast dealers, grain sellers, and driers, timber merchants, finings manufacturers and isinglass merchants.
 - (2) To act as managers, secretaries, registrars or transfer agents for any other company.
 - (3) To carry on any other business or activity and do any thing of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
 - (4) To acquire by purchase, exchange, subscription or otherwise howsoever and to hold the whole or any portion of the share or loan capital or the assets or undertakings of any company, association, firm or person for the time being engaged concerned or interested in any of the trades or businesses which this Company is authorised to carry on and generally to exercise the rights enjoy the privileges and fulfil the obligations of the holders of share or loan capital in any such company, association or firm.
 - (5) To subscribe for, underwrite, purchase or otherwise acquire, hold and dispose of shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued



by any Government, authority, corporation or body or by any company or body of persons and any options or rights in respect thereof.

(6) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.

(7) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.

(8) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

(9) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.

(10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.

(11) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

(12) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought

fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.

(13) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.

(14) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise, acquire the shares, stock and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.

(15) To procure the registration or incorporation of the Company in or under the laws of any place outside Scotland.

(16) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful objects or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.

(17) To grant pensions or gratuities to any directors, officers or employees or ex-directors, ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependents of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

(18) To distribute any of the property of the Company among its Members in specie or kind.

(19) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that 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 incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly

so requires, be in anywise limited or restricted 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 shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 Ordinary shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

JUSTERINI & BROOKS (SCOTLAND) LIMITED

1. The Company is a Private Company, and subject as hereinafter provided, the Regulations contained in Part II of Table A in the First Schedule to The Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 11 to 21 inclusive, 24, 29 to 43 inclusive, 52 to 73 inclusive, 79, 82 to 84 inclusive, 86, 88 to 97 inclusive, 102, 107 to 109 inclusive and 114 to 135 inclusive of Part I of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Part I of Table A and Regulations 2 to 4 inclusive of Part II of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. A resolution in writing signed by all the Members of the Company who would be entitled to attend and vote at a General Meeting at which such a resolution would be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director or other authorised officer thereof or its duly appointed attorney.
4. The Company in General Meeting may from time to time appoint one or more of its Directors to the office of Managing Director for such period and on such terms as it thinks fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
5. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Company may determine.
6. The Company in General Meeting may entrust to and confer upon a Managing Director any of the powers exercisable by its Directors upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers and may from time to time, revoke, withdraw, alter or vary all or any of such powers.

7. A Managing Director shall be subject to the same provisions as to removal as the other Directors of the Company and if he cease to hold the office of Director, he shall, ipso facto and immediately, cease to be a Managing Director without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

8. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested, and if he do so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any Meeting at which any such contract or proposed contract shall come before the Directors for consideration.

9. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age.

10. The Directors may delegate any of their powers to committees whether consisting of a member or members of their body or not, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

Names, addresses and descriptions of Subscribers

Stephen Mallott
24 Castle Street
Edinburgh
Registration Clerk

Andrew Lockhart
24 Castle Street,
Edinburgh
Registration Clerk

Dated Twenty-second June 1976

Witness to the above Signatures:-

James Gibson
24 Castle Street
Edinburgh
Shorthand Typist