

* By Special Resolution passed on 23 June 1997, the words 'shall be under the seal (or under the official seal kept by the company by virtue of section 2 of the Stock Exchange (Completion of Bargains) Act 1976) and' in the second sentence of regulation 8 of the Companies Act 1948 Table A were excluded from the Company's Articles of Association.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF



~~JUSTERINI & BROOKS (SCOTLAND) LIMITED~~
J & B 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.

No. 60289

The Companies Act 1948-1985
Company Limited by Shares
Resolution
of

Justerini & Brooks (Scotland) Limited

(Passed 4th January, 1989)

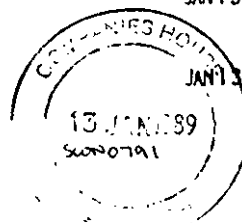
At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held on 4th January, 1989 the following resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

"That the name of the Company be and is hereby changed to
J & B Scotland Limited."



Chairman



JAN 13 1989 004 1168

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