

SC 60289

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

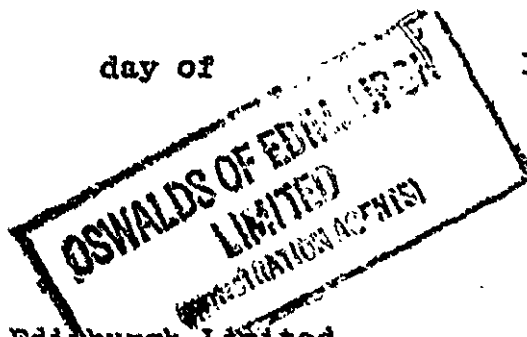
OF

JUSTERINI & BROOKS (SCOTLAND) LIMITED

(Incorporated the

day of

19



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

WEDNESDAY



SO2TE7A6

SCT 11/02/2009 134

COMPANIES HOUSE

60289

2



2005

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.

We, the several persons whose names, addresses, and descriptions 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 and descriptions of Subscribers	Number of Shares taken by each Subscriber
<p><i>Stephen Mallett</i> <i>24 Castle Street</i> <i>Edinburgh</i> <i>Registration Clerk</i></p> <p><i>Andrew Cockburn</i> <i>24 Castle Street,</i> <i>Edinburgh.</i> <i>Registration Clerk.</i></p>	<p><i>1</i></p> <p><i>1</i></p>

Dated *Twenty-second* 19 *June* 1976

Witness to the above Signatures:-

James Gibson
24 Castle Street
Edinburgh

Shorthand Typist

EXTRACT SPECIAL RESOLUTION

OF

J & B SCOTLAND LIMITED
Company Number: SC060289

(the "Company")

PASSED: 9 FEBRUARY 2009

By written resolution of the sole member of the Company passed on 9 February 2009 the following resolution was passed as a Special Resolution: -

SPECIAL RESOLUTION

"That:

- 1.1 the share capital of the Company be reduced from £7,200,000,000 to £7,190,000,000 by cancelling and extinguishing 10,000,000 issued ordinary shares of £1 each; and
- 1.2 the Company's memorandum of association be amended accordingly to reflect the reduction of share capital by deleting clause 5 of the memorandum of association and by inserting the following wording in its place and as a new clause 5:

"The share capital of the Company is £7,190,000,000 divided into 7,190,000,000 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."

Certified a true extract from the minutes of the Company


.....
Director

COMPANY No: SC060289

J&B SCOTLAND LIMITED

(the "Company")

WRITTEN MEMBER'S RESOLUTIONS

In accordance with section 381A of the Companies Act 1985, **UDV (SJ) Limited**, being the only member of the Company which at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **AGREES** that the following resolutions shall have effect as if passed as ordinary resolutions by the Company in general meeting and accordingly **IT IS RESOLVED THAT:**

- (A) the authorised share capital of the Company be increased from £1,200,000,000 to £7,200,000,000 by the creation of 6,000,000,000 new Ordinary shares of £1 each ranking pari passu in all respects with the existing Ordinary shares of £1 each in the capital of the Company; and
- (B) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £7,200,000,000 provided that this authority is for a period expiring five years from the date of this resolution but the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.



for and on behalf of
UDV(SJ) Limited

18 January 2006

CE053310010



(the "Company")

WRITTEN MEMBER'S RESOLUTIONS

In accordance with section 381A of the Companies Act 1985, **Justerini and Brooks, Limited**, being the only member of the Company which at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **AGREES** that the following resolutions shall have effect as if passed as ordinary resolutions by the Company in general meeting and accordingly **IT IS RESOLVED THAT:**

- (A) the authorised share capital of the Company be increased from £10,000 to £1,200,000,000 by the creation of 1,199,990,000 new Ordinary shares of £1 each ranking pari passu in all respects with the existing Ordinary shares of £1 each in the capital of the Company; and
- (B) the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,200,000,000 provided that this authority is for a period expiring five years from the date of this resolution but the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

28
for and on behalf of
Justerini and Brooks, Limited

3 November 2005

CE053040098

COMPANY No: SC060289

J&B SCOTLAND LIMITED

(the "Company")

WRITTEN MEMBER'S RESOLUTIONS

In accordance with section 381A of the Companies Act 1985, Justerini and Brooks, Limited, being the only member of the Company which at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **AGREES** that the following resolutions shall have effect as if passed as ordinary resolutions by the Company in general meeting and accordingly **IT IS RESOLVED THAT:**

- (A) the authorised share capital of the Company be increased from £100 to £10,000 by the creation of 9,900 new Ordinary shares of £1, each ranking pari passu in all respects with the existing Ordinary shares of £1 each in the capital of the Company; and
- (B) the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £10,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.



.....
for and on behalf of
Justerini and Brooks, Limited

25 October 2005

No. 60289

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

Justerini & Brooks (Scotland) Limited

(Passed 4th January, 1989)

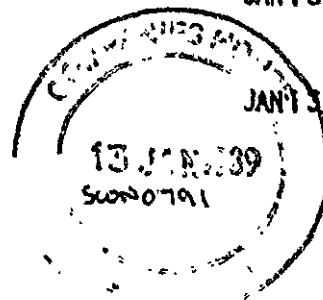
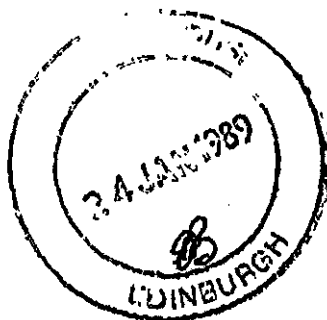
At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held on 4th January, 1989 the following resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

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



Chairman



JAN 13 1989 0061168

JAN 13 1989 0061168

