



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

**137859**

The Registrar of Companies for Scotland hereby certifies that

**OSPREY SEAFOODS (HIGHLANDS) LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the

**22 APRIL 1992**

**J. HENDERSON**

Registrar of Companies



**C O M P A N I E S   H O U S E**

**C13**

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

Name of company

\* OSPREY SEAFOODS (HIGHLANDS) LIMITED

\* insert full  
name of Company

I, Anne Marie Chalmers

of 13A Alva Street,

Edinburgh, EH2 4PH.

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at Edinburgh

Declarant to sign below

the Ninth day of April

One thousand nine hundred and Ninety two

before me Alexander Douglas Moffat

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Anne Marie Chalmers

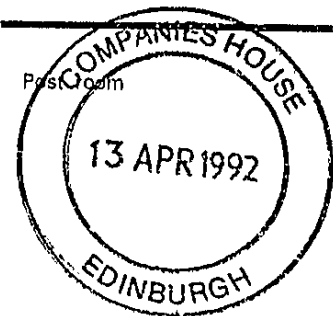
Notary Public.

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

ALEXANDER MOFFAT & CO, WS,  
13A Alva Street,  
EDINBURGH,  
EH2 4PH.

For official Use  
New Companies Section

Post Office



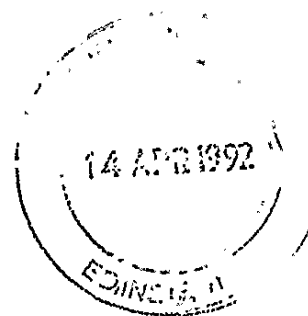
THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

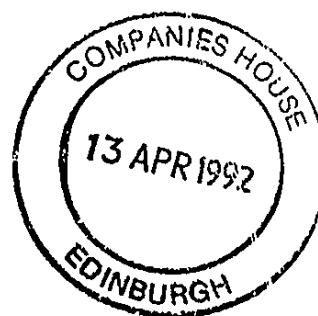
MEMORANDUM AND ARTICLES OF ASSOCIATION

of

OSPREY SEAFOODS (HIGHLANDS) LIMITED



1992



ALEXANDER MOFFAT & CO WS

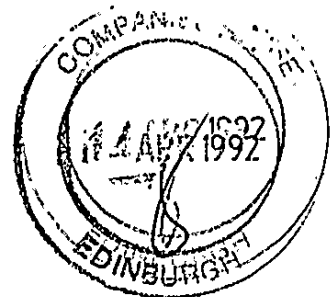
THE COMPANIES ACTS 1985 - 1989

137859

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF OSPREY SEAFOODS (HIGHLANDS) LIMITED

1. The name of the Company is Osprey Seafoods Limited
2. The Registered Office of the Company will be situate in Scotland.
3. The object for which the Company is established is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Share Capital of the Company is £500,000 divided into 500,000 Ordinary Shares of £1 each.



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 Subscriber	Number of Shares taken by each Subscriber
--	--

---

*Heather Emily Fiddis*      *one*

HEATHER EMILY FIDDIS  
13a Alva Street  
EDINBURGH  
EH2 4PH

Secretary

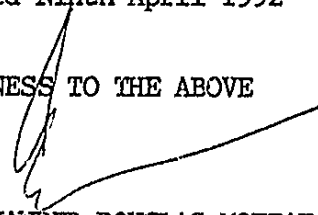
*Anne Marie Chalmers*      *one*

ANNE-MARIE CHALMERS  
13a Alva Street  
EDINBURGH, EH2 4PH

Secretary

Dated Ninth April 1992

WITNESS TO THE ABOVE

  
ALEXANDER DOUGLAS MOFFAT  
13A Alva Street  
EDINBURGH,  
EH2 4PH

Writer to the Signet

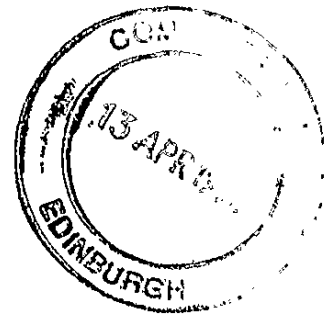
THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

OSPREY SEAFOODS (HIGHLANDS) LIMITED



- 1 The regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 shall be the Articles of Association of the Company except insofar as they are excluded or varied by the following provisions.
2. Regulations 5,73,74,75,76,94 and 95 of Part 1 of said Table A shall not apply to the Company.
3. The following regulations all of Part 1 of said Table A shall apply with the following modifications.

Regulation 8 with the deletion of the words "(not being a fully paid share)"

Regulation 24 with the deletion of the words "which is not fully paid"

Regulation 77 with the deletion of the words "by rotation"

4. The directors are unconditionally authorised for the purpose of Section 80 Companies Act 1985 to allot relevant securities up to the amount of the share capital of the Company created on incorporation of the Company at any time or times during the period of five years from the date of incorporation of the Company and Section 89(1) shall not apply to any allotment authorised as aforesaid

---

Names, addresses and descriptions of Subscribers

---

*Heather Emily Fiddis*

HEATHER EMILY FIDDIS

13a Alva Street

EDINBURGH

EH2 4PH

Secretary

*Anne Marie Chalmers*

ANNE-MARIE CHALMERS

13a Alva Street

EDINBURGH

EH2 4PH

Secretary

Dated Ninth April 1992

WITNESS TO THE ABOVE

  
ALEXANDER DOUGLAS MOFFAT

13a Alva Street

EDINBURGH

EH2 4PH

Writer to the Signet



COMPANIES HOUSE

10

Statement of first directors and  
secretary and intended situation  
of registered office

This form should be completed in black.

CN

197759

For official use

Company name (in full)

OSPREY SEAFOODS (HIGHLANDS) LIMITED

Registered office of the company on  
incorporation.

RO

13A Alva Street,

Post town Edinburgh

County/Region

Postcode EH2 4PH

14 APR 1992

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached



To whom should Companies House  
direct any enquiries about the  
information shown in this form?

ALEXANDER MOFFAT & CO ,WS

13A Alva Street,

Edinburgh

Postcode EH2 4PH

Telephone 031 225 6200

Extension



**Company Secretary** (See notes 1 - 5)Name **\*Style/Title**

Forenames

Surname

**\*Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature****CS**

Alexander Douglas

Moffat

Nil

Nil

**AD** 13A Alva Street,

Post town Edinburgh

County/Region

Postcode EH2 4PH

Country

I consent to act as secretary of the company named on page 1

Signed

Date 09 April 1992

**Directors** (See notes 1 - 5)*Please list directors in alphabetical order.*Name **\*Style/Title**

Forenames

Surname

**\*Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

**\* Voluntary details****Consent signature****CD**

Anne Marie

Chalmers

Nil

Nil

**AD** 13A Alva Street

Post town Edinburgh

County/Region

Postcode EH2 4PH

Country

**DO** 0 2 0 4 6 5Nationality **NA** British**OC** Legal Secretary**OD** per schedule

I consent to act as director of the company named on page 1

Signed

Anne Marie Chalmers

Date 09 April 1992

**Directors (continued)**

(See notes 1 to 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

AMD 91

ANNE MARIE CHEALMERS

Directorships at 9 APRIL 1992

AMCOPEP	104035
AMCO EDINBURGH TRUSTEES LIMITED	110487
AGROENERGY LIMITED	72694
CALEDONIAN LIQUEURS LIMITED	62707
SUCROTEK LIMITED	72705
AMCO PLACE LIMITED	727867