

*M. H. Rudd*  
The Companies Act 1929.

COMPANY LIMITED BY SHARES.



Memorandum of Association  
OF  
BERRY BROS. & RUDD LIMITED

1. The name of the Company is "BERRY BROS. & RUDD LIMITED."

2. The registered office of the Company will be situated in England.

3. The objects for which the Company is established are—

Objects

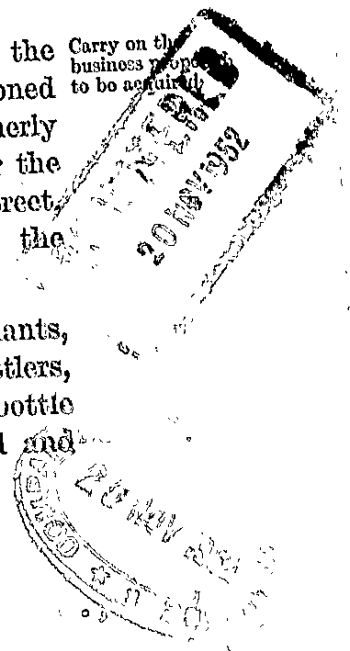
(A) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between Major Hugh Randall Rudd of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by Mr. Cecil George Inglis, of 53 Davies Street, London, W.1, Solicitor.

Carry into effect agreement

(B) To carry on, develop, extend and turn to account the business of a Wine, Spirit and Cigar Merchant mentioned in the said agreement (being the business formerly carried on by the said Hugh Randall Rudd, under the style of "Berry Bros. & Co.," at 3 St. James's Street, Pickering Place, St. James's, and elsewhere, in the County of London).

Carry on the business of a merchant to be acquired

(C) To carry on the businesses of wine and spirit merchants, and exporters, importers, distillers, coopers and bottlers, maltsters, brewers, bonded warehousemen, millers, bottle makers, manufacturers of and dealers in aerated and



mineral waters and other drinks, licensed victuallers, hotel keepers, ice manufacturers and merchants, farmers and dairymen.

- (D) To carry on business as manufacturers of and dealers in tobacco, cigars, cigarettes, pipes, lighters, matches, and any other articles required by or which may be convenient to smokers, and to deal in any other substances, materials, articles and things commonly dealt in by tobaccoists.
- (E) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (F) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (G) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (H) To purchase, take on lease or in exchange, hire, or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (I) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (J) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture

Acquire other  
business or property

Acquire shares in  
other companies

Acquire lands,  
property, rights  
and privileges, and  
construct buildings

Borrow money,  
mortgage  
undertaking

stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments. Make and accept bills, &c.
- (L) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers of the Company or to employees or ex-employees of the Company or its predecessors in business or the dependents of any such persons, and to support or subscribe to any charitable or public institutions, clubs, societies or funds. Grant pensions and subscribe to charities
- (M) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees that may be deemed expedient. Lend
- (N) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient. Invest
- (O) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect. Enter into partnership
- (P) To amalgamate with or act as manager for or agent of any other company or companies. Amalgamate
- (Q) To sell or dispose of the undertaking, property 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 this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company. Sell or otherwise deal with undertaking

Distribute assets  
in specie

(R) To distribute any of the Company's property among the members in specie.

(S) To cause the Company to be registered or recognised in any foreign country or place.

Act as and through  
agents, trustees,  
&c.

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

Generally do all  
things conducive  
to above

(U) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that, in the interpretation of this clause, the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects, and that, in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict, the powers of the Company.

Liability of  
members

4. The liability of the members is limited.

Capital of Company

5. The share capital of the Company is £100,000, divided into 100,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

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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.

N. MES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CYRIL HUBERT WHITE, 10 Athol Close, Pinner Hill, Pinner, Middx., Company Accountant.	One
LEONARD GODFREY ROWELL, 14 Bowerdean Street, London, S.W.6, Manager.	One

Dated this 19th day of March 1943.

Witness to the above Signatures—

OWEN EVANS,  
58 West Way,  
Rickmansworth,  
Herts,  
Solicitor.