

Number of
company | 118138

THE COMPANIES ACT, 1929.



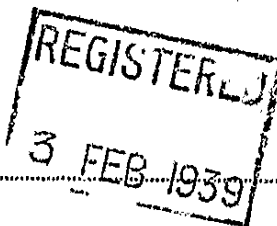
DECLARATION of Compliance with the requirements of the Companies
Act, 1929, on application for registration of a Company.

Pursuant to Section 15(2).

Name
of
Company

J. V. White (Nelson)

LIMITED.



Telegrams : "BOLGRES, LIVERPOOL."

Telephone : BANK 481.

THE CRESCENT PRINTING AND STATIONERY CO.

COMPANY PRINTERS, LEGAL STATIONERS AND REGISTRATION AGENTS.

13 THE STRAND, WATER STREET, LIVERPOOL 2.

sent by

THE CRESCENT PRINTING & STATIONERY CO.

13, THE STRAND,
WATER ST. LIVERPOOL, 2.

This margin reserved for binding, and should not be written across.

This margin reserved for binding, and should not be written across.

I, John James Cross
of "Mellorby" Southport Road, Thornton,
Lancs.

Do solemnly and sincerely declare that I am ^(a)

A person named in the Articles of
Association as a Director.

of J V White (Thornton)

Limited, and That all the requirements of the Companies Act, 1929, 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."

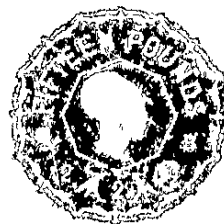
Declared at 64 Lord Street
Lancaster in the County
of Lancaster
the 31st day of January
one thousand nine hundred and thirty nine
before me.

[Signature]
(b) A Commissioner for Oaths.

John J. Cross

Number of
Certificate

349188



THE STAMP ACT, 1891
(54 & 55 VICT. CH. 39)

AND FINANCE ACTS, 1896 & 1933.

COMPANY LIMITED BY SHARES.

Statement of Nominal Capital

OF

J. V. White (Nodthorn)
Limited.



Pursuant to Section 112 of the Stamp Act, 1891, Section 12
Finance Act, 1896, and Section 41 Finance Act, 1933.

*NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings
for every £100 or fraction of £100—See last page of this form.*

This Statement is to be filed with the Memorandum of Association, or other
Documents, when the Company is registered.

Telegrams : "BOLCRES," LIVERPOOL.

Telephone : BANK 481.

THE CRESCENT PRINTING AND STATIONERY CO.

COMPANY PRINTERS, LEGAL STATIONERS AND REGISTRATION AGENTS,

13 THE STRAND, WATER STREET, LIVERPOOL 2.

Presented by

THE CRESCENT PRINTING & STATIONERY CO.,

13, THE STRAND,

WATER ST. LIVERPOOL 2.

THE NOMINAL CAPITAL

OF

J. V. White (Northern) Limited,

is *Three Thousand* Pounds,

(£3,000) divided into *Three Thousand*

Shares of *One pound* each.

Signature *John. J. Cross.*

Director.

Dated the *Thirteenth* day of

January 1939

*State whether Director, or Manager, or Secretary,
or Solicitor engaged in the formation of the Company.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

J. V. WHITE (NORTHERN) LIMITED



1. The name of the Company is "J. V. WHITE (NORTHERN) LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To carry on the business of Wholesale and Retail Fruit, Vegetable, Provision and General Merchants, Market Gardeners, Florists, Fish, Game, Rabbit, Dairy and Poultry Farmers and Dealers, to act as Merchants, Bankers, Traders, Commission Agents, Auctioneers, Factors, Ship Owners, Carriers, Warehousemen, Fruit and Food Preservers, Jam Makers, Sugar Dealers, Canned, Tinned and Bottled Meat, Fish, Fruit and Jelly Makers, or in any other capacity in the United Kingdom or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods and produce and any branch or subsidiary businesses commonly carried on in connection therewith.
 - (B) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
 - (C) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.

- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To enter into partnerships or into any arrangement for sharing profits; union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business, or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (M) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (N) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (O) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (P) To procure the Company to be registered or recognised in any country or place abroad.
- (Q) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (R) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (S) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (T) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (U) To do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (V) To do all such other acts or things as are or may be deemed incidental or conducive to the attainment of the above objects, or any of them.

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 whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £3,000, divided into 3,000 shares of £1 each.

We, the several persons whose names and 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.
<i>Albert Vamstone Inc.</i> <i>"Letchworth"</i> <i>90 Silhill Hall Road</i> <i>Solihull, Warwickshire</i> <i>Wholesale Fruit & Flower Merchant.</i> <i>John. Turner Cross.</i> <i>"Allbury"</i> <i>Southport Rd.</i> <i>Thornton. (Lancs.)</i> <i>Wholesale Fruit Merchant.</i>	<i>One.</i>
<i>E.C. Vandone</i> <i>Brendon</i> <i>64 Silhill Hall Road</i> <i>Solihull Warwickshire.</i> <i>Wholesale Fruit & Vegetable Merchant.</i> <i>Frederick George Atkinson</i> <i>Arden House</i> <i>Hampton Lane</i> <i>Solihull</i>	<i>One.</i>
<i>Wholesale Fruit & Vegetable Merchant</i> <i>Wares</i>	<i>One.</i>

Dated this *24th* day of *January*, 1939.

WITNESS to the above Signatures:

W. H. Titcomb (W. H. TITCOMB)
"Hilma"

Secretary

Colts Hill Road,
Water Orton



647135

7

THE COMPANIES ACT, 1929.

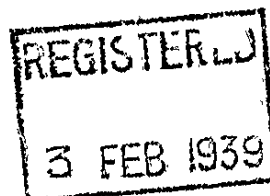


COMPANY LIMITED BY SHARES.

Articles of Association

OR

J. V. WHITE (NORTHERN) LIMITED



1. Subject as hereinafter provided, the Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1929, shall apply to this Company.

2. Clauses 7, 64, 65, 66, 68, 69, 72, 82, 101 and 104 of Table 'A' shall not apply to the Company, but the remaining clauses of Table 'A' subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

3. The Company is registered as a "Private Company," and accordingly—

- (A) The right to transfer the shares of the Company is restricted in manner hereinafter appearing; and
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; and
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

DIRECTORS.

4. The number of the Directors shall be not less than three nor more than six. Three Directors personally present shall constitute a quorum. The Company in general meeting may reduce or increase these limits.

5. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £100. A Director may act before he acquires his qualification shares.

6. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

7. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

8. The first Directors shall be: ALBERT VANSTONE, Jnr., JOHN TURNER CROSS, ERIC VANSTONE and FREDERICK ATKINSON, and the said ALBERT VANSTONE, Jnr. shall be Chairman of Directors and Managing Director for life.

8A. In the event of the retirement or death of the Managing Director then the eldest brother then living of the Managing Director (the said ALBERT VANSTONE, Jnr.) shall become Managing Director of the Company for life, provided he is at the date of such retirement or death employed with or serving the Company as a Director.

DISQUALIFICATION OF DIRECTORS.

9. The office of Director shall be vacated if the Director—

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) Being an ordinary Director ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or
- (E) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1929, section 217 or section 275.
- (F) If he is absent from meetings for six consecutive months without the consent of the Directors.

10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by section 149 of the Companies Act, 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

SHARES.

11. In clause 2 of Table 'A' the words "Ordinary Resolution" shall be substituted for the words "Special Resolution."

12. The Company shall be entitled to treat the registered holder of any share as the absolute owner, and it shall not be bound to recognise any trust, charge, equity or equitable claim to, or partial interest in such share whether or not it shall have express or other notice thereof.

LIEN.

13. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such shares.

TRANSFER OF SHARES.

14. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

15. The Board shall within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members, of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

16. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares among the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

17. Upon such division being made the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Board shall be entitled to enter the names of the Purchasers in the Register of Members as holders of the said shares, by transfer, and the Board shall receive and give a good discharge for the purchase money, and shall credit the account of the Vendor with the money so received.

18. In the case of all the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to the next succeeding article, at any time within six calendar months after the expiration of the notice given by the Vendor to the Board of his intention to sell, to transfer the shares not sold, to any person at any price.

19. In clause 19 of Table 'A' between the words "the Directors may" and the word "decline" the words "in their absolute discretion, and without assigning any reason therefor" shall be inserted, and in the same clause the words "not being fully paid shares" shall be omitted.

NOTICES.

20. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Clause 103 of Table 'A' shall be modified accordingly.

21. A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

GENERAL MEETINGS.

The words "one member" shall be substituted for "two members" in Clauses 39 and 41 of Table 'A.'

23. A poll may be demanded by two members or the holder of not less than one tenth of the shares of the Company for the time being issued and entitled to vote, and Clause 50 of Table 'A' shall be modified accordingly.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Albert Vanstone Jun.

Letchworth
90 Litchell Hall Road
Solihull. Warwickshire.
Wholesale Fruit & Flower Merchant.

John. J. Cross.

Alibury

Southport Road.

Thornton. (Lancs.)

Wholesale Fruit Merchant.

Eric Vanstone.

Brandon

64, Litchell Hall Road

Solihull.

Warwickshire.

Wholesale Fruit & Vegetable Merchant.

Frederick George Atkinson

Arden House

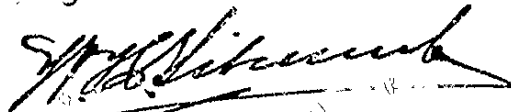
Hampton Lane

Solihull Warwickshire

Wholesale Fruit & Vegetable Merchant.

Dated this 27th day of January 1939.

WITNESS to the above Signatures:



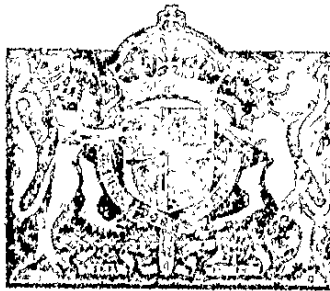
"Helena"

Boleshill Road,

Water Orton.

Secretary.

349188



Certificate of Incorporation

I Hereby Certify,

That

J. V. WHITE (NORTHERN) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this third day of February One Thousand Nine Hundred and thirty-nine.

J. W. Rostred.

Registrar of Companies.

Certificate received by

Reg. post 3.2.39

Date

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES.

RESOLUTIONS.

(Pursuant to s.141(2))

-of-

J. V. WHITE (NORTHERN) LIMITED

Passed 3rd December, 1958

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 62, Pershore Street in the City of Birmingham on the 3rd day of December 1958, the subjoined RESOLUTIONS were duly passed of which Resolutions Nos. 1, 2 and 3 were passed as Special Resolutions and Resolution No.4 as an Ordinary Resolution, viz:-

SPECIAL RESOLUTION No. 1

THAT the Share Capital of the Company be increased to £34,000 by the creation of 31,000 shares of £1 each of which 30,000 shall be £7 per cent Non-Cumulative Redeemable Preference Shares (having attached thereto the rights and privileges and being subject to the restrictions set out in the Articles of Association of the Company as altered by the following Special Resolution No. 3) and the remaining 1,000 of such Shares shall be at the disposition of the Directors who shall issue them as Ordinary Shares

SPECIAL RESOLUTION No. 2

THAT clause 3 of the Memorandum of Association of the Company be altered by deleting sub-clauses (D) and (E) and by substituting for sub-clause (T) thereof the following new sub-clause namely:-

"(T) To establish, support and subscribe to any charitable or public object and any fund, trust, institution, society, club or other convenience which may be for the benefit of the Company or its employees or for the benefit of any subsidiary company of the Company or its employees or may be connected with any town or place where the Company or any subsidiary company of the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors or who are or have been employed by or who are serving or have served the Company or any subsidiary company of the Company, and

to the wives, widows, children and other relatives and dependants or such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons, and of their wives, widows, children and other relatives and dependants, and to promote, enter into and carry into effect any scheme for the sharing of profits with employees".

SPECIAL RESOLUTION No. 3.

THAT the Regulations contained in the printed document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of all the existing Articles thereof.

RESOLUTION No. 4.

THAT it is desirable to capitalise the sum of £24,000 (part of the amount standing to the credit of the Company's General Reserve) and accordingly that the same be appropriated and applied pursuant to Clause 128 of Table A of the Companies Act 1948 to and on behalf of the persons who at the date of the passing of this resolution are the registered holders of the 3,000 issued ordinary shares of the Company in paying up in full 24,000 of the unissued £7 per cent Non-Cumulative Redeemable Preference Shares of the Company, and that such shares be allotted and distributed, credited as fully paid up, to and amongst such persons respectively in the proportion of eight such new Preference Shares for each existing ordinary share held by them respectively.

SIGNATURE.....

FILED with the Registrar
of Companies this
day of 195 .

THIS IS TO CERTIFY that this Document was produced by
lithographic printing by Waterlow & Sons Limited of London
Wall, E.C.2. and is in accordance with the Companies Act.
For and on behalf of WATERLOW & SONS LIMITED

Articles of Association

- of -

J. V. WHITE (NORTHERN) LIMITED.

(New Articles registered

1958)

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company except in so far as they are repeated or contained in these Articles. Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.
2. Regulations 2, 24, 39, 53, 62, 75, 79, 84(2), 88, 96, 97, 99, 108 and 109 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a private company within the meaning of Section 28 of the Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

CAPITAL AND SHARES.

4. (A) The Share Capital of the Company is £34,000 divided into 4,000 Ordinary Shares and 30,000 £7 per centum Non-Cumulative Redeemable Preference Shares all of £1 each.
(B) The said Preference Shares shall confer the right to a fixed preferential dividend at the rate of £7 per centum per annum on the capital for the time being paid up thereon payable as regards each year out of the profits for such year available for dividend with no right in case of deficiency to resort to the profits of subsequent years and the right in a winding up to the repayment of capital in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets. The holders of the said Preference Shares shall have no right as such to receive notice of or to attend or vote at any General Meeting of the Company unless (a) at the date of the notice convening the meeting the preferential dividend is six months in arrear (for which purpose such dividend shall be deemed to be payable yearly on the 30th day of September in every year) or (b) the

business of the meeting includes the consideration of a resolution for reduction of capital, winding up of the Company or sanctioning a sale of the undertaking or any resolution directly and adversely affecting any of the special rights and privileges attached to the said Preference Shares.

(C) Subject to Section 58 of the Companies Act 1948 the following provisions as to redemption of the said Preference Shares shall have effect:-

- (i) The Company may on giving to the holders of the said Preference Shares not less than three months' previous notice in writing of its intention so to do (specifying therein a time and place for payment) redeem at par on or at any time after the 30th day of September, 1960, out of the profits or moneys of the Company which may lawfully be applied for that purpose, the whole or any part of the said Preference Shares for the time being outstanding, and at the expiration of any such notice the said Preference Shares shall be redeemed by the Company at par together with a sum equal to the fixed preferential dividend (if any) accrued thereon in respect of the period from the preceding 1st day of October to the redemption date less a sum equal to income tax thereon at the standard rate for the time being in force
- (ii) In the event of a partial redemption under the provisions of the last preceding sub-paragraph, the particular Shares to be redeemed shall be selected by a drawing to be made in such manner as the Directors shall determine as convenient for selecting the number of Shares required to be drawn, every such drawing to be made in the presence of a Notary Public or of a Solicitor of the Supreme Court.
- (iii) The dividend on any Share becoming liable to redemption under any of the foregoing provisions shall cease to accrue as from the due date for redemption thereof unless, upon the holder demanding, on or after the date and at the place fixed for redemption, payment of the redemption moneys payable in respect thereof and tendering the relative certificate and a receipt for the said moneys duly signed and authenticated in such manner as the Company may reasonably require, payment of the said moneys shall be refused.
- (iv) The Company may from time to time issue further Preference Shares ranking pari passu in all respects with the £7 per centum Non Cumulative Redeemable Preference Shares for the time being issued.

5. Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, any Share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Directors may from time to time determine.

6. The Shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

7. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

LIEN.

8. The liens conferred by Regulation 11 of Part I of Table A shall attach to fully paid Shares and to all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES.

9. Any member may transfer any Preference Shares held by him to any person whether or not a Member of the Company.

10. Any Member shall be entitled by Will or Codicil to bequeath any Shares held by him to any member or members of his family as hereinafter defined and in case of any such bequest the legal personal representatives of the deceased Member may transfer the Share so bequeathed to the legatee, and the provisions of Clause 30 of Table A shall be modified accordingly. For the purposes of this Article "a member of the family" of any Member shall include a husband, wife, son, daughter, adopted son or adopted daughter of such Member but no other person.

11. Subject to the provisions of Article 10 hereof, any person, whether or not a Member of the Company, proposing to transfer an Ordinary Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Every transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the Company the agent of the proposing transferor for the sale of any of the Shares comprised therein to any Member or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the price so fixed, or at the option of a Member or person selected as aforesaid desiring to purchase the same at the fair value as certified by the Auditor for the time being of the Company as provided in Article 18 hereof. The cost of obtaining such Auditor's certificate shall be borne by the proposing transferor. A transfer notice shall not be withdrawn except with the sanction of the Directors.

12. All Ordinary Shares comprised in a transfer notice shall (unless the Directors think fit to offer them to any person selected as aforesaid) be first offered by the Company to those Members who are Directors, and so that in case of any difference between them as to the

disposal or distribution of a Share or Shares, the mode of disposal or distribution shall be determined by lot, and any Shares not taken by Directors, or some or one of them, shall then be offered to the other Members in such order as shall be determined by lot. And in each case the Member or person selected as aforesaid to whom the offer is made (whether a Director or not) shall have the option of buying at the price fixed in the transfer notice, or, at his option, at the fair value, to be fixed by the Auditor as aforesaid, such option to be declared in accepting the offer.

13. If the Company shall within 28 days after being served with a transfer notice find a Member or person selected as aforesaid willing to purchase any Ordinary Share comprised therein (hereinafter called "the purchasing Member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound upon payment of the price fixed or the fair value as aforesaid (as the case may be) to transfer the Share to the purchasing Member who shall be bound to complete the purchase within 7 days after the service of such notice by the Company.
14. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any of the Shares the Company may receive the purchase-money and shall thereupon cause the name of the purchasing Member to be entered in the register of Members as the holder of the Shares and shall hold the purchase-money in trust for the proposing transferor. No purchase-money so held shall carry interest against the Company. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing Member, and after his name has been entered in the register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
15. If the Company shall not within the space of 28 days after being served with a transfer notice find a Member willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within a further period of three calendar months be at liberty subject to Article 16 to sell and transfer the shares comprised in the transfer notice (or such of them as shall not have been sold to a purchasing Member) to any person and at any price.
16. The Directors shall refuse to register a transfer of any share if such registration would result in a breach of Regulation 2 (b) of Part II of Table A and the Directors may in their absolute discretion and without assigning any reason therefor refuse to register the transfer of any share whether or not it is a fully paid share (a) where the Company has a lien on the share or (b) where the Directors are not of opinion that it is desirable to admit the proposed transferee to membership. But paragraph (b) of this Article shall not apply where the proposed transferee is already a Member nor to a transfer made pursuant to Articles 9 or 10 hereof.

17. The Director may, by notice in writing, require any Member who shall be interested as a Shareholder, Partner, Director, Manager or otherwise in any concern which, by reason of carrying on business in competition with the Company, or having interests inconsistent with those of the Company, shall in the opinion of the Directors exercise a prejudicial effect upon the interests of the Company, and who shall not, within 28 days after receipt of a notice in writing from the Directors requiring him to retire from or otherwise determine his interest in such concern, comply to the satisfaction of the Directors with the requisitions of such notice to sell his Shares in the Company to any other Member or to any person selected by the Directors as one whom it is desirable to admit to membership (hereinafter called "the Purchaser") at their fair value to be ascertained as hereinafter provided, and thereupon the Company may receive the purchase money, and shall cause the name of the Purchaser to be entered in the Register as the holder of the Share, and shall hold the purchase money so received as aforesaid in trust for the selling Member. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser, and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

18. In case any difference arises as to the fair value of a Share, the Auditor shall certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an Arbitrator and accordingly the Arbitration Act 1950, shall not apply.

NOTICE OF GENERAL MEETING.

19. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

PROCEEDINGS AT GENERAL MEETINGS.

20. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

VOTES OF MEMBERS.

21. Subject to any special rights as to voting upon which any Shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is present in person or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every Share held by him

DIRECTORS.

22. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than three nor more than eight.

23. The Directors of the Company are Albert Vanstone Junior, John Turner Cross, Frederick George Atkinson, Eric Vanstone and Bernard Hutchinson Gilding, and each of them shall be Permanent Directors and shall be entitled to retain office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 31 hereof.
24. The said Albert Vanstone Junior shall be Chairman of the Board of Directors for so long as he shall remain a Director and be entitled to preside as such at all meetings of the Directors.
25. The quorum necessary for the transaction of the business of the Directors may be fixed by the Company in General Meeting, and unless so fixed shall be three.
26. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, or by extraordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
27. Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

MANAGING DIRECTORS.

28. The said Albert Vanstone Junior and John Turner Cross shall be and they are hereby appointed Managing Directors, and each of them shall continue to hold that office until he resigns the same or ceases to be a Director and shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of Director from any cause he shall ipso facto immediately cease to be a Managing Director.

29. The remuneration of a Managing Director shall from time to time be fixed by the Directors and may be by way of salary or commission or participation in profit or by any or all of these modes.
30. The Directors may from time to time entrust to and confer upon the Managing Directors for the time being or either of them such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such object and purposes and upon such terms and conditions and in such respects as may be thought expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke or alter or vary all or any of such powers.
31. The office of Director shall be vacated:-
- (a) If he ceases to be a Director by virtue of Section 182 of the Act.
 - (b) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (c) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.
 - (d) If he becomes of unsound mind.
 - (e) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he vacate office.
 - (f) If by notice in writing to the Company he resigns the office of Director.
32. A person may be appointed elected or re-elected a Director although at the date of such appointment election or re-election he may have attained the age of seventy: and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

BORROWING POWERS.

33. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

NOTICES.

34. In Regulation 131 of Part I of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

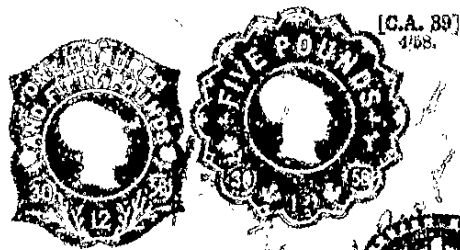
MEMORANDUM.

THE ABOVE PRINTED REGULATIONS ARE THE NEW ARTICLES OF ASSOCIATION OF J.V. WHITE (NORTHERN) LIMITED REFERRED TO IN THE SPECIAL RESOLUTION OF THE COMPANY PASSED ON THE 3rd DAY OF DECEMBER 1958, AND WHICH NEW ARTICLES OF ASSOCIATION FOR THE PURPOSE OF IDENTIFICATION ARE SUBSCRIBED BY ME AS CHAIRMAN OF THE MEETING.


CHAIRMAN.

No. of Certificate

29



[G.A. 89]
1958.

J. H. White (Northern)



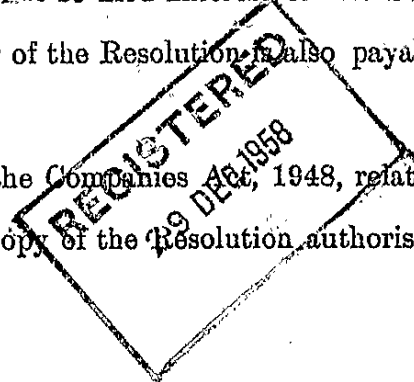
Statement of Increase of Nominal Capital pursuant to s. 112 of the Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).



NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

[26A.]

5721

The NOMINAL CAPITAL of

J. V. White

(Northern)

Limited

has by a Resolution of the Company dated 3rd December 1958

been increased by the addition thereto of the sum of £ 31,000, divided into

31,000 shares of £ 1 each beyond the Registered Capital of

Three thousand pounds

Signature

Regist



State whether Director or Secretary

Date

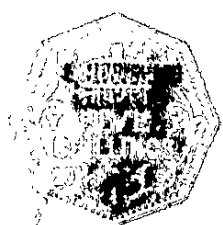
29

day of

Dec

1958

NOTE—This margin is reserved for Binding, and must not be written across.



Memorandum of Association

- of -

J. V. WHITE (NORTHERN) LIMITED

(As amended by Special Resolution of the Company passed on the 3rd day of December 1958).

1. The name of the Company is "J. V. WHITE (NORTHERN) LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on the business of Wholesale and Retail Fruit, Vegetable, Provision and General Merchants, Market Gardeners, Florists, Fish, Game, Rabbit, Dairy and Poultry Farmers and Dealers, to act as Merchants, Bankers, Traders, Commission Agents, Auctioneers, Factors, Ship Owners, Carriers, Warehousemen, Fruit and Food Preservers, Jam Makers, Sugar Dealers, Canned, Tinned and Bottled Meat, Fish, Fruit and Jelly Makers, or in any other capacity in the United Kingdom or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods and produce and any branch or subsidiary businesses commonly carried on in connection therewith.

(B) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.

(C) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.

(F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures,

20 JAN 1959

or other capital or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.

(G) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.

(H) To work, improve, manage, develop, lease, mortgage, charge pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.

(I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business, or in the interests of the Company, and to manufacture, buy, sell, and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

(J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.

(K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.

(L) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

(M) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.

(N) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(O) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of

any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(F) To procure the Company to be registered or recognised in any country or place abroad.

(Q) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

(R) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.

(S) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.

(T) To establish, support and subscribe to any charitable or public object and any fund, trust, institution, society, club or other convenience which may be for the benefit of the Company or its employees or for the benefit of any subsidiary company of the Company or its employees or may be connected with any town or place where the Company or any subsidiary company of the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors or who are or have been employed by or who are serving or have served the Company or any subsidiary Company of the Company, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation, and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons, and of their wives, widows, children and other relatives and dependants, and to promote, enter into and carry into effect any scheme for the sharing of profits with employees.

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

(V) To do all such other acts or things as are or may be deemed incidental or conducive to the attainment of the above objects, or any of them.

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 whether now existing or hereafter to be formed.

divided into 3,000 shares of £1 each.

By Special Resolution of the Company passed on the 3rd day of December, 1958 the Share Capital of the Company was increased to £34,000 by the creation of 1,000 new Ordinary Shares and 30,000 7% Non-Cumulative Redeemable Preference Shares of £1 each.

WE, the several persons whose names and 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.
ALBERT VANSTONE, Jnr., "Letchworth" 90, Silhill Hall Road, Solihull, Warwickshire. Wholesale Fruit and Flower Merchant.	One
JOHN TURNER CROSS, "Allonby", Southport Road, Thornton, Lancashire. Wholesale Fruit Merchant.	One
ERIC VANSTONE, 64 Silhill Hall Road, Solihull, Warwickshire. Wholesale Fruit and Vegetable Merchant.	One
FREDERICK GEORGE ATKINSON, "Arden House," Hampton Lane, Solihull, Warwickshire. Wholesale Fruit and Vegetable Merchant.	One

DATED this 27th day of January, 1939.

WITNESS to the above Signatures:-

W. H. TITCUMB,
"Hilma,"
Coleshill Road,
Water Orton.
Secretary.

WE certify this to be a true copy of the Memorandum of Association of J.V.White (Northern) Limited as amended by Special Resolution of the Company passed on the 3rd day of December, 1958

..... Director
John G. Cross Secretary

No. of Company 349188

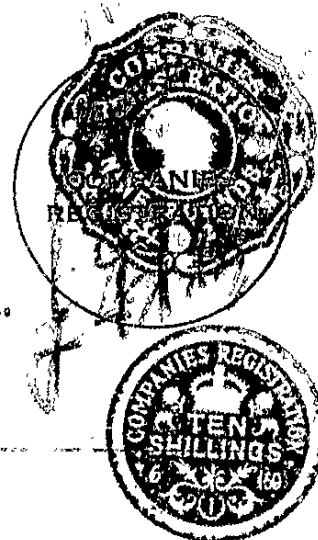
THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.
Pursuant to Section 63.

Name
of
Company

J.V. WHITE (NORTHERN

Limited.



Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 12, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1957.

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WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS

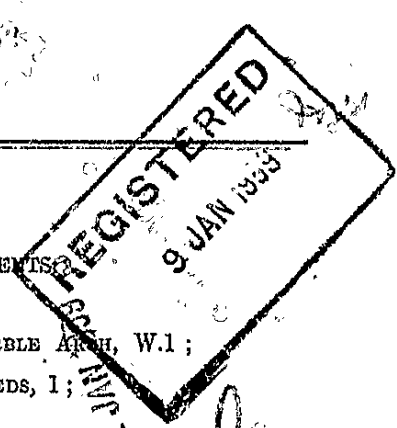
85 & 86, LONDON WALL, LONDON, E.C.2;

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77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by



C2561

TO THE REGISTRAR OF COMPANIES.

J.V. WHITE (NORTHERN)

Limited, hereby gives you notice pursuant to
section 68 of The Companies Act, 1948, that by (a) SPECIAL
Resolution of the Company dated the THIRD day of
DECEMBER, 1958 the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 31,000
beyond the Registered Capital of £ 3,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
30,000	7% Non-Cumulative Redeemable Preference	One pound
1,000	Ordinary	One pound

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:— The said Preference shares are Non-Cumulative and
Redeemable with a right in a winding up to the repayment of
capital in priority to the Ordinary Shares but no further right
to participate in profits or assets. The holders of the said
Preference Shares have no right to receive notice of or to attend
or to vote at any General Meeting of the Company unless the preferential
dividend is six months in arrear or the business of the meeting affects
the rights of the Preference Shareholders

The Ordinary shares are pari passu with existing shares. Signature John L. [Signature] Director
(State whether Director or Secretary.)

Dated the 31st day of December 19 58

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

NO. OF COMPANY



[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

J. V. WHITE (NORTHERN)

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

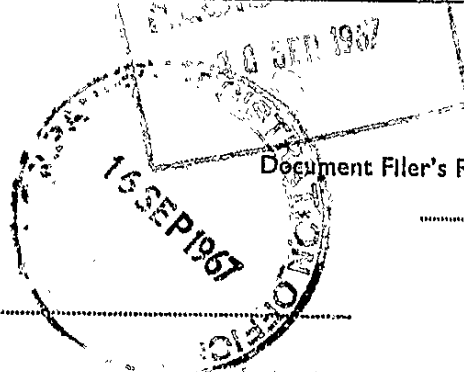
Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

62184 (D)

Presented by



Document Filer's Reference

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

J. V. WHITE (NORTHERN)

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the 15th day of August 1967, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 2000 beyond the registered Capital of £ 34000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
2000	employees	£1.00

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

As Special Resolution passed

of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature) John L. Ross

(State whether Director, or Secretary) Director & Secretary

Dated the 14th day of September 1967.

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding

COMPANY LIMITED BY SHARES

Special Resolutions

OF

V. WHITE (NORTHERN) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 89 VICTORIA STREET in the CITY OF LIVERPOOL on the 5th day of AUGUST 1967 the following SPECIAL RESOLUTIONS were duly passed:—

SPECIAL RESOLUTION (No. 1)

"That the Share Capital of the Company be increased to £36,000 by the creation of 2,000 Employees' Shares of £1 each.

There shall be attached to the said Employees' Shares the following rights, privileges and conditions, which shall not be deemed to be varied by any increase in the Company's Capital or by any issue of Shares or Debentures, whether upon a capitalisation of profits or otherwise, or by the redemption of any redeemable Preference Shares:—

- (A) The Shares shall not be transferable or negotiable except as herein provided, nor will the holders thereof be entitled to receive notice of or to attend or vote at any General Meeting of the Company.
- (B) The Shares shall be issued only to persons in the employment of the Company (including any manager, departmental manager, foreman, clerk or workman, but not including a Director or Auditor), and shall not be issued at a premium.
- (C) A holder of any Share shall, subject as hereinafter provided, be entitled to hold the same so long only as he remains in the employment of the Company or has retired therefrom and if by death, resignation, withdrawal, dismissal or otherwise he ceases to be an employee of the Company, or if he shall be adjudicated bankrupt, he or his executors or administrators or his trustee in bankruptcy, as the case may be, shall be bound upon the request in writing of the Directors to transfer such Share to such person as the Directors may nominate upon being paid the nominal amount of the capital credited as paid up thereon, and if such person is not an employee of the Company such person shall at any time on the request in writing of the Directors transfer such Share to any employee of the Company.
- (D) If any person who ought in conformity with the last preceding paragraph to transfer any Share makes default in transferring the same the Company may receive the purchase price on his behalf, and the Directors may resolve that the certificate relating to such Share be cancelled and may by writing under the seal appoint any person to make the transfer on behalf of the person in default, and the transfer, by such appointee, shall be as effective as if it were duly executed by the person so in default.
- (E) The Directors may at any time in their discretion resolve in respect of any Share that the holder thereof shall, within one month of notice being given to him in that behalf, transfer such Share to such other person as the Directors may nominate, and in that event the same provisions as to transfer shall apply as are set out in paragraphs (3) and (4) of this Article.
- (F) The Company may declare a dividend in respect of the said Employees' Shares without declaring a dividend in respect of the other Shares in the Company, and may declare a dividend in respect of the last mentioned Shares without declaring a dividend in respect of Employees' Shares, and where at any meeting dividends are declared in respect of Employees' Shares and the other Shares in the Company such dividends may be different.
- (G) The surplus assets of the Company in a winding up or otherwise remaining after payment of its liabilities shall be applied in repayment to the holders of the Employees' Shares of the capital paid up on the same in priority to the Ordinary Shares, but the Employees' Shares shall not be entitled to any further or other participation in the profits or assets of the Company.
- (H) Any notice required to be given under this Article shall be given in the manner provided by these presents."

This margin to be reserved for binding.

SPECIAL RESOLUTION (No. 2)

"That the Articles of Association of the Company be altered in the following manner :—
By inserting as Article 27A the following new Article :—

27A. The Directors may from time to time appoint any of the managers or other employees of the Company to be Executive Directors. An Executive Director shall be entitled to attend any meeting of the Board to which he shall be summoned for the purpose of advising or assisting the Board, but shall have no right to vote thereat. An Executive Director shall not be a member of the Board and shall not require any qualification and none of the provisions of these Articles in regard to Directors shall apply to him. The Directors shall have power at any time to revoke the appointment of any Executive Director and subject as aforesaid may define and limit his powers and duties and determine the remuneration (if any) to be paid to him for his services as an Executive Director."

John L. Cross

Director.

Filed at the Companies Registry the day of 1967.

COMPANY LIMITED BY SHARES

W. J. WOODMAN & CO. LTD.

20, COLCHESTER AVENUE

LIVERPOOL

VIA STREET, LIVERPOOL

Special Resolutions

OF

V. WHITE (NORTHERN) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 89 VICTORIA STREET in the CITY OF LIVERPOOL on the 25th day of AUGUST 1967 the following SPECIAL RESOLUTIONS were duly passed:—

SPECIAL RESOLUTION (No. 1)

"That the Share Capital of the Company be increased to £30,000 by the creation of 2,000 Employees' Shares of £1 each.

There shall be attached to the said Employees' Shares the following rights, privileges and conditions, which shall not be deemed to be varied by any increase in the Company's Capital or by any issue of Shares or Debentures, whether upon a capitalisation of profits or otherwise, or by the redemption of any redeemable Preference Shares:—

- (A) The Shares shall not be transferable or negotiable except as herein provided, nor will the holders thereof be entitled to receive notice of or to attend or vote at any General Meeting of the Company.
- (B) The Shares shall be issued only to persons in the employment of the Company (including any manager, departmental manager, foreman, clerk or workman, but not including a Director or Auditor), and shall not be issued at a premium.
- (C) A holder of any Share shall, subject as hereinafter provided, be entitled to hold the same so long only as he remains in the employment of the Company or has retired therefrom and if by death, resignation, withdrawal, dismissal or otherwise he ceases to be an employee of the Company, or if he shall be adjudicated bankrupt, he or his executors or administrators or his trustee in bankruptcy, as the case may be, shall be bound upon the request in writing of the Directors to transfer such Share to such person as the Directors may nominate upon being paid the nominal amount of the capital credited as paid up thereon, and if such person is not an employee of the Company such person shall at any time on the request in writing of the Directors transfer such Share to any employee of the Company.
- (D) If any person who ought in conformity with the last preceding paragraph to transfer any Share makes default in transferring the same the Company may receive the purchase price on his behalf, and the Directors may resolve that the certificate relating to such Share be cancelled and may by writing under the seal appoint any person to make the transfer on behalf of the person in default, and the transfer, by such appointee, shall be as effective as if it were duly executed by the person so in default.
- (E) The Directors may at any time in their discretion resolve in respect of any Share that the holder thereof shall, within one month of notice being given to him in that behalf, transfer such Share to such other person as the Directors may nominate, and in that event the same provisions as to transfer shall apply as are set out in paragraphs (3) and (4) of this Article.
- (F) The Company may declare a dividend in respect of the said Employees' Shares without declaring a dividend in respect of the other Shares in the Company, and may declare a dividend in respect of the last mentioned Shares without declaring a dividend in respect of Employees' Shares, and where at any meeting dividends are declared in respect of Employees' Shares and the other Shares in the Company such dividends may be different.
- (G) The surplus assets of the Company in a winding up or otherwise remaining after payment of its liabilities shall be applied in repayment to the holders of the Employees' Shares of the capital paid up on the same in priority to the holders of the Ordinary Shares, but the Employees' Shares shall not be entitled to any further or other participation in the profits or assets of the Company.
- (H) Any notice required to be given under this Article shall be given in the manner provided by these presents."

REGISTERED

2 - OCT 1967

SPECIAL RESOLUTION (No. 2)

"That the Articles of Association of the Company be altered in the following manner:—
By inserting as Article following new Article:—

27A. The Directors may from time to time appoint any of the managers or other employees of the Company to be Executive Directors. An Executive Director shall be entitled to attend any meeting of the Board to which he shall be summoned for the purpose of advising or assisting the Board, but shall have no right to vote thereat. An Executive Director shall not be a member of the Board and shall not require any qualification and none of the provisions of these Articles in regard to Directors shall apply to him. The Directors shall have power at any time to revoke the appointment of any Executive Director and subject as aforesaid may define and limit his powers and duties and determine the remuneration (if any) to be paid to him for his services as an Executive Director."

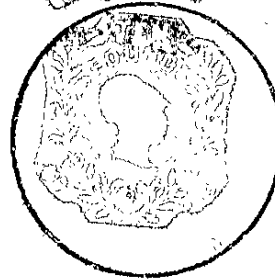
John L. Cross

Director.

Filed at the Companies Registry the day of 1967.

COMPANY 349198/47

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY J. V. WHITE (NORTHERN)

LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 25th August 1964 been increased by the addition thereto of the sum of £ 2000. beyond the Registered Capital of £34000.

Signature

John L. Cross

Date 12th September 1964

Description

Director & Secretary

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

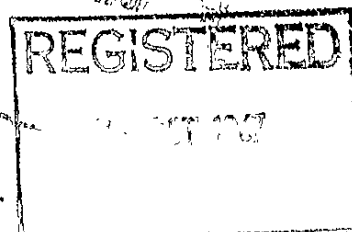
SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

SI457 (A)

Presented for registration by



NO. 123456789. 2.

THE COMPANIES ACTS 1948 TO 1967

Notice of

**consolidation, division, sub-division, or conversion
into stock of shares**, specifying the shares so consolidated,
divided, sub-divided or converted into stock,

or of the

re-conversion into shares of stock, specifying the
stock so re-converted

or of the

redemption of redeemable preference shares

or of the

cancellation of shares

(otherwise than in connection with a reduction of share capital
under section 66 of the Companies Act 1948)

pursuant to section 62 of the Companies Act 1948

name of company

J.V. WHITE (NORTHERN)

Limited



Jordan & Sons Limited

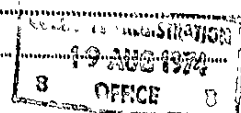
Company Registration Agents, Printers & Publishers
City Office: Wilco House 82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010

Presented by **LONSDALE & MARSH.**

81 CROSBY ROAD NORTH,

LIVERPOOL L22 4QD.

Presenter's reference **CDH/CR**



J. V. WHITE (NORTHERN)

Limited

HEREBY GIVES YOU NOTICE

in accordance with Section 62 of the Companies Act 1948, that*

6000 7% Non-Cumulative £1 Redeemable Preference Shares,
identified below, have been redeemed.

Numbers			
1	-	565	565
2261	-	2566	306
3485	-	3893	409
5121	-	5440	320
6401	-	6720	320
7681	-	8000	320
8961	-	9280	320
10241	-	10365	125
10741	-	11520	780
13861	-	14235	375
15361	-	16640	1280
20481	-	20547	67
20748	-	20814	67
21781	-	21910	130
22301	-	22550	250
22801	-	23166	366
			<u>6000</u>

Signature

John L. Cross

(State whether Director or Secretary) Secretary

Dated 14th August 1974

*e.g. In the case of *Consolidation and Division* "the 1,000 Preference Shares of £10 each of this Company numbered 1 to 1,000 have been consolidated and divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of *Conversion into Stock* "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been converted into £50,000 Ordinary Stock." In the case of *Re-conversion into Shares* "the £50,000 Ordinary Stock of this Company has been re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of *Sub-division* "each of the 5,000 Ordinary Shares of £5 each has been divided into 5 Shares of £1 each." In the case of *Redemption* "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been redeemed." In the case of *Cancellation* "2,500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been cancelled."

NOTE: The examples set out above will require amendment when distinctive numbers of shares are not used

Notice of resignation of an auditor
Pursuant to section 16(1) of the Companies Act 1976

Company number

349188

Name of Company J V WHITE (NORTHERN) LIMITED

Registered Office 43/45 BLOCK 'B', WHOLESALE FRUIT MARKET,
EDGE LANE, LIVERPOOL. L13 2EE

*delete as
appropriate

~~I/We~~* LONSDALE & MARSH

of 17 HARRINGTON STREET

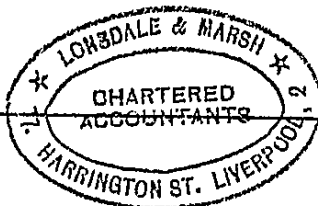
LIVERPOOLL2 9QE

hereby give notice that in accordance with section 16 of the Companies Act 1976 I/we resign as auditor(s)
of the above company as from 3 APRIL 1986

~~I/We~~ confirm that in connection with ~~my/our~~ resignation there are no circumstances which ~~I/we~~
consider should be brought to the notice of members or creditors of the company.

~~I/We~~ consider the following circumstances connected with ~~my/our~~ resignation should be brought to the
notice of the members or creditors of the company:-

Signed



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