

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

CHARLES GORDON ASSOCIATES LIMITED
(As altered by ordinary resolution passed 29th June 1982)

1. The name of the Company is CHARLES GORDON ASSOCIATES LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (1) To carry on the business of manufacturers of and dealers in all kinds of spices, mustards, wines and other food beverages and preparations.
 - (2) To plant, grow, import, manufacture, blend, and in any way deal in spices, wines, and to carry on business as planters and merchants, both wholesale and retail, sugar merchants, sweetmeat merchants, and to act as brokers, importers and exporters and dealers in foreign produce and wares of all kinds, commission agents, shipowners, shipbuilders, charterers of vessels, dock owners, warehousemen, and to carry on business as brewers, distillers and manufacturers of, and merchants and dealers in vinegar, glucose, wines, spirits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic acid gas, mustard, pickles, sauces, condiments of all kinds, cocoa, coffees, preserves and all or any other commodities and things which may be conveniently used or manufactured in conjunction with any of the above or in any similar business or manufacturers.
 - (3) To carry on in all parts of the world the business of making, producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinematograph and television films and motion pictures and film subjects of all kinds, and to act as the agents for the purchase, sale, hiring and exploitation thereof, and generally to manufacture, buy, hire, sell, distribute, let on hire, produce, or otherwise deal in cinematograph, television and other films and photographic or other apparatus, articles, plant, machines and accessories, capable of being used in connection therewith or in connection with cinematograph or television shows, exhibitions and entertainments.
 - (4) To employ persons to write, compose, adapt or arrange cinematograph and moving picture plays and to engage, provide and employ or to act as agents in the engaging, providing and employment of artistes, actors, singers and other persons or companies for the production, transmission, representation and performance of scenarios, film plays, stage plays, entertainments and exhibitions of all kinds and to acquire and dispose of copyrights, rights of representation, licences and any other rights or interests in compositions musical or otherwise and to grant rights or licences in respect of any property of the Company to any other person, firm or company.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £ 10,000 divided into 10,000 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each subscriber
MICHAEL JOHN HOPE, 30 City Road, London, E.C.1. Company Formation Assistant.	ONE
BRIAN GOLDSTEIN, 30 City Road, London, E.C.1. Company Director.	ONE

DATED the 10th day of September 19 76

WITNESS to the above signatures:

ERIC CHARLES TURNER,
30 City Road,
London, E.C.1.
Company Formation Assistant.

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

CHARLES GORDON ASSOCIATES LIMITED

PRELIMINARY

1. In these Articles the expression "Table A" shall mean Table A in the First Schedule to the Companies Act, 1948, as modified by the provisions of Section 14(8)(c) of, and Part III of the Eighth Schedule to, the Companies Act, 1967.

2. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table A shall apply to the Company.

3. Regulations 24, 53, 75, 79, 84, 88, 96 and 97 of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining Regulations of Parts I and II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

DIRECTORS

4. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be more than five in number.

5. There may be a sole Director of the Company and any person being such a sole Director may exercise all the powers and discretions for the time being vested in the Directors and Regulation 99 of Part I of Table A shall be modified accordingly. A sole Director shall not also be Secretary.

6. The Company in General Meeting may by Ordinary Resolution declare that any Director or Directors shall be Permanent Directors of the

Company and each of such Directors shall be entitled to hold such office so long as he shall live unless he shall become disqualified through any of the causes specified in Article 10 or shall be removed by Ordinary Resolution passed pursuant to Section 184 of the Companies Act, 1948, and accordingly Regulations 89, 90 and 94 of Part I of Table A, and Article 9 shall not apply to him, nor shall he be taken into account in determining the number of Directors to retire by rotation.

7. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointment shall have effect. and such appointee whilst he holds office as an alternate Director shall be entitled to notice of Meetings of the Directors, and to attend and vote thereat accordingly; and he shall ipso facto vacate office if and when the appointer returns to the United Kingdom or vacates office as a Director, or removes the appointee from office, and any appointment or removal under this Article shall be effected by notice in writing under the hand of the Director making the same. An alternate Director shall not be required to hold any qualification shares, nor shall he be entitled to any remuneration.

8. The Company may without prejudice to the provision of Section 184 of the Companies Act, 1948 (but subject as provided by Article 7) by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead. The person so appointed 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. In the case of a Managing Director, the provisions of this Article as to removal shall be subject to the terms of any contract between him and the Company.

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) If he be convicted of an indictable offence, not being an offence under the Road Traffic Acts.

POWERS AND DUTIES OF 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 as required by Section 199 of the Companies Act, 1948. 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.

11. In Regulation 78 of Part I of Table A the words "unless the Company otherwise direct", shall be deleted.

GENERAL MEETINGS

12. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

13. In Regulation 5 of Part II of Table A, there shall be inserted after the word "passed" the words "as an Ordinary Resolution".

POLL

14. One Member may demand a Poll, and Regulation 58(b) of Part I of Table A shall be read accordingly.

BORROWING POWERS

15. The Directors may from time to time at their discretion borrow from any person or persons (including the Directors) any sum or sums of money for the purposes of the Company, and there shall be no limit to the amount that may be so borrowed.

16. The Company shall not make any loan to any person who is its Director or a director of its holding company (if any), or enter into any guarantee or provide any security in connection with any loan made to any such person as aforesaid by any other person, but nothing in this Article shall prevent or otherwise apply to any such transaction as is referred to in provisos (b) and (d) to sub-section (1) of

section 190 of the Companies Act, 1948, or any such transaction as is referred to in proviso (c) to the said sub-section (1) where the requirements of sub-section (2) of the said section 190 are satisfied in relation to such transaction.

17. The Directors shall ensure that any report by them which by section 157 (1) of the Companies Act, 1948 is required to be attached to any balance sheet of the Company, shall contain the matters required to be contained therein by sections 16 to 22 (inclusive) of the Companies Act, 1967, and Regulation 126 of Part I of Table A shall take effect accordingly.

NOTICES

18. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

SECRETARY

19. The first Secretary of the Company shall be BRIAN GOLDSTEIN.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road,
London E.C.1.
Company Formation Assistant.

BRIAN GOLDSTEIN,
30, City Road,
London E.C.1.
Company Director.

DATED the 10th day of September 1976.

WITNESS to the above signatures :

ERIC CHARLES TURNER,
30, City Road,
London E.C.1.
Company Formation Assistant.