



Please do not  
Write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

\* delete if  
inappropriate

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

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

# THE COMPANIES ACTS 1948 TO 1976

Form No. 41

## Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976

41

Company number

14427481

Name of Company

GROVEPRICE Limited \*

I, NIGEL LEONARD BLOOD

of 84 Temple Chambers, Temple Avenue, London, EC4Y OHP

do solemnly and sincerely declare that I am † a person named as Secretary of the Company  
in the statement delivered under Section 21 of the Companies Act 1976  
of

GROVEPRICE Limited \*

and that all the requirements of the Companies Acts 1948 to 1976  
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 Temple Chambers  
Temple Avenue  
London, EC4Y OHP

the 25th day of July  
One thousand nine hundred and Seventy-nine

before me J. Mall (J. Morrow)  
A Commissioner for Oaths ‡ Solicitor

Presentor's name, address and  
reference (if any):

The London Law Agency Ltd  
Temple Chambers  
Temple Avenue  
London, EC4Y OHP

Telephone : 01-353 9471  
Telex : 23553

For official use

General Section

Post room

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y OHP Tel: 01-353 9471 (6 lines)

*Nigel Blood*

## THE COMPANIES ACTS, 1948 to 1976

## COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

GROVEPRICE LIMITED

1442718/3

1. The Name of the Company is **GROVEPRICE 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 all or any of the businesses of dispensing, pharmaceutical, manufacturing and analytical chemists and druggists, opticians, sundriesmen, importers, exporters, merchants and vendors of, and dealers in pharmaceutical products, chemical preparations, drugs, patent medicines, prepared foods, food products, medicaments and medicinal preparations of every description, and of and in perfumes, soaps, cosmetics, toilet and sanitary requisites, surgical dressings, first-aid outfits, elastic and rubber goods, chemical, optical, surgical, electrical, wireless, photographic and scientific instruments, apparatus, equipment, accessories, goods and materials of all kinds, grocers and provision merchants, food processors, packers and distributors, seedsmen, photographers, hairdressers, confectioners, tobacconists, newsagents and booksellers, lending library proprietors, dealers in fancy goods, articles and novelties, caterers, proprietors of off-licences, snack and refreshment bars, general merchants, agents, factors and traders; and to employ properly qualified persons to act on the company's behalf as dispensing, manufacturing, pharmaceutical, analytical, photographic and advising chemists and druggists and as opticians or otherwise in any manner in which any such persons might act if they were carrying on upon their own behalf any of the businesses of the Company; to carry out researches, investigations and experimental work of every description in relation to any materials, substances or subjects connected with or calculated to benefit any of the businesses of the Company.

Presented by:-

THE LONDON LAW AGENCY LTD.  
 TEMPLE CHAMBERS,  
 TEMPLE AVENUE,  
 LONDON, EC4Y 0HP.

13/154/CNOM

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.

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

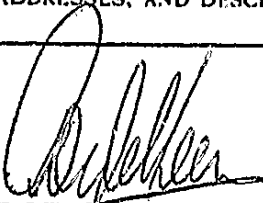

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.


5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP.  Company Director.	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP.  Company Director.	One

Dated the 1st day of July, 1979.

Witness to the above Signatures :-

  
J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

GROVEPRICE LIMITED

---

PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES.

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.
4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up 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.

GENERAL MEETINGS.

5. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".



## DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
7. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.
9. 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.
10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

## ALTERNATE DIRECTORS.

11. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

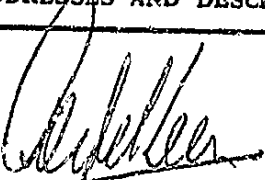
## TRANSFER OF SHARES.

12. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

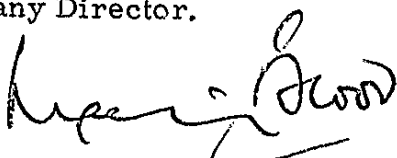
---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

  
ROY C. KEEN,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.


  
NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.

---

Dated the 1st day of July, 1979.

Witness to the above Signatures :-

  
J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.



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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering\*delete if  
inappropriate

Company number

1142748/5

Name of Company

GROVEPRICE

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HPIf the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

The London Law Agency Limited  
84 Temple Chambers, Temple Avenue, London, EC4Y 0HPIf the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresentor's  
reference (if any)The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553

for official use

General section

Post room

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y 0HP Tel: 01-353 9471 (6 lines)

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948.

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1		1 JUL 1979	
Signature		Date	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

### Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948.

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	1 JUL 1979
	Date

Signed by or on behalf of the subscribers of the memorandum\*

\*as required by section 21(3) of the Companies Act 1976

Signature		[Subscriber]	Date
Signature		[Subscriber]	Date



# CERTIFICATE OF INCORPORATION

No. 1442748

I hereby certify that

**GROVEPRICE LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

9TH AUGUST 1979

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

14427148.  
ACCEPTED FOR REGISTRATION £40

10675

SK

DATE

28.11.79

THE COMPANIES ACTS  
1948 TO 1967 ✓

COMPANY LIMITED BY SHARES ✓

SPECIAL RESOLUTION ✓

-of-

GROVEPRICE LIMITED ✓

(Passed 20th October, 1979) ✓

AT and EXTRAORDINARY GENERAL MEETING of the Members of the  
above-named Company duly convened and held at 186, College Road,  
Norwich, on the 20th day of October, 1979 the following Resolution  
was duly passed as a Special Resolution: ✓

RESOLUTION

"That the name of the Company be changed  
to F.S.C. Andrews Limited" ✓

..... *(Signature)* ..... (B. V. Ondhia)  
Chairman of the Meeting.





CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1442748

12

I hereby certify that

GROVEPRICE LIMITED

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

F.S.C. ANDREWS LIMITED

Given under my hand at Cardiff the 12TH DECEMBER 1979

E. A. WILSON

Assistant Registrar of Companies