

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4527597

The Registrar of Companies for England and Wales hereby certifies that
VINEGLAZE LIMITED

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

Given at Companies House, Cardiff, the 5th September 2002



N04527597Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

VINEGLAZE LIMITED

I, Robert Stephen Kelford a duly authorised Officer of Chettleburgh's

of Secretarial Ltd. of Temple House 20 Holywell Row London EC2A 4XH

† Please delete as appropriate.

do solemnly and sincerely declare that Chettleburgh's Secretarial Ltd. is the body corporate named as Secretary of the Company in the statement delivered to the registrar under section 10(2) and that all the requirements of the Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 135 High Street Hornchurch Essex RM12 4UH

On 03 09 2002

• Please print name.

before me • P.D.ROBINS

Signed

Date 3/9/02

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

CHETTLEBURGH'S LIMITED

Temple House 20 Holywell Row London

EC2A 4XH Tel 020 7377 0381

DX number 119511 DX exchange FinsburySquare



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

Company Name in full

VINEGLAZE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4XH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

CHETTLEBURGH'S LIMITED

Address

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4XH

Number of continuation sheets attached

0

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

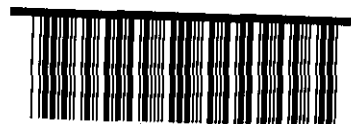
CHETTLEBURGH'S LIMITED

Temple House 20 Holywell Row London

EC2A 4XH

Tel 020 7377 0381

DX number 119511 DX exchange FinsburySquare



A43
COMPANIES HOUSE

0452
05/09/02

Form revised July 1998

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Chettleburgh's Secretarial Ltd.

Previous forename(s)

Previous surname(s)

Address

Temple House

Usual residential address

For a corporation, give the registered or principal office address.

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4XH

Country

England

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

Consent signature

Date 2nd September 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

Robert Stephen Kelford for and on behalf of
Chettleburgh's Secretarial Ltd.

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Chettleburgh's Limited

Previous forename(s)

Previous surname(s)

Address

Temple House

Usual residential address

For a corporation, give the registered or principal office address.

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4XH

Country

England

Date of birth

Day Month Year
2 9 0 8 1 9 5 8

Nationality

British

Business occupation

Company Registration Agents

Other directorships

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

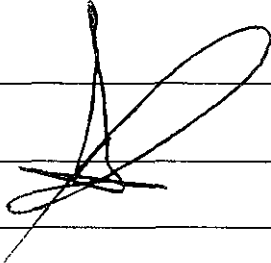
Consent signature

Date 2nd September 2002

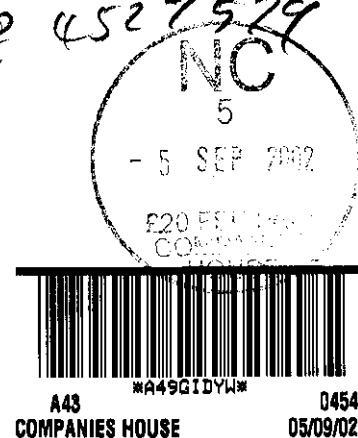
Robert Stephen Kelford for and on behalf of Chettleburgh's Limited

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
Date of birth	Day	Month	Year	Nationality
	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
I consent to act as director of the company named on page 1				
Consent signature	<input type="text"/>			Date
	<input type="text"/>			<input type="text"/>

This section must be signed by	
Either	
an agent on behalf of all subscribers	Signed <input type="text"/> Date <input type="text"/>
	
Or the subscribers	Signed <input type="text"/> Date <input type="text"/>
(i.e those who signed as members on the memorandum of association).	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>

1000 45275/9
108674
THE COMPANIES ACTS 1985 and 1989
A PRIVATE COMPANY LIMITED BY SHARES.
MEMORANDUM OF ASSOCIATION of
VINEGLAZE LIMITED



1. The name of the Company is:- VINEGLAZE LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 ordinary shares of £1 each.

014083
014083

We, the corporate body whose name and address is subscribed hereafter, are desirous of being formed into a Company in pursuance of this Memorandum and we agree to take the number of shares in the capital of the Company set opposite our name.

Name, Address and Description
of the Subscriber.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4XH

Number of Shares taken
by the Subscriber.

One Ordinary Share

Company Registration Agents

Dated this 2nd day of September, 2002

Witness to the above signature:-

Roland John Chettleburgh
17 Down Hall Close
Rayleigh
Essex SS6 9LU

Company Registration Agent

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

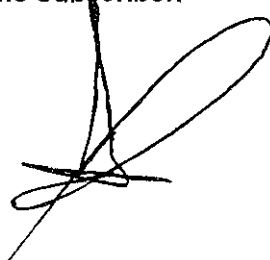
VINEGLAZE LIMITED

PRELIMINARY.

1. The Company is a private Company within the meaning of Section 1 of the Companies Acts 1985 and 1989. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company either in their entirety or with such variations as the Company shall by special Resolution from time to time prescribe. The last seven words of Regulation 64 shall not apply to the Company.

Name, Address and Description of the Subscriber.

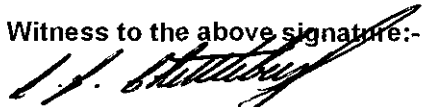
Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4XH



Company Registration Agents

Dated this 2nd day of September, 2002

Witness to the above signature:-



Roland John Chettleburgh
17 Down Hall Close
Rayleigh
Essex SS6 9LU

Company Registration Agent