

FILE COPY



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

Company No. 5682088

The Registrar of Companies for England and Wales hereby certifies that
SIXTY SHILLING BREWING LTD

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 20th January 2006



N056820880



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

SIXTY SHILLING BREWING LTD

I, ROBERT OWEN DOUGLAS

of THE COTTAGE, 2 JESSOPS LANE, GEDLING, NOTT'M

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Handwritten signature]

Declared at

LANCASTER HOUSE, 10 SHERWOOD RISE, NOTT'M

Day Month Year

On

1 0 0 1 2 0 0 6

● Please print name.

before me ●

HILARY JANE PARKER

Signed

[Handwritten signature]

Date

10.1.2006

† 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.

ROBERT DOUGLAS, THE COTTAGE,
2 JESSOPS LANE, GEDLING, NOTT'M
NG4 4BQ Tel 0115 9611556.

DX number

DX exchange

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
for companies registered in Scotland

DX 235 Edinburgh



A13
COMPANIES HOUSE

233
16/01/2006

rg



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

5682088

Company Name in full

SIXTY SHILLING BREWING LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE COTTAGE, 2 JESSOP LANE

GEDLING

Post town

NOTTINGHAM

County / Region

NOTTS

Postcode

NG4 4BQ

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

RO DOUGLAS

Tel 0115 9611556

DX number

DX exchange

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
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or

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

DX 235 Edinburgh



A13 *AL51AC48* 234
COMPANIES HOUSE 16/01/2006

Company Secretary (see notes 1-5)

Company name

SIXTY SHILLING BREWING LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

ROBERT OWEN

Surname

DOUGLAS

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

THE COTTAGE, 2 JESSOP LANE

GEDLING

Post town

NOTTINGHAM

County / Region

NOTTS

Postcode

NG4 4BQ

Country

ENGLAND

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

Consent

Date

9.1.2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

ROBERT OWEN

Surname

DOUGLAS

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

THE COTTAGE, 2 JESSOP LANE

GEDLING

Post town

NOTTINGHAM

County / Region

NOTTS

Postcode

NG4 4BQ

Country

ENGLAND

Day Month Year

Date of birth

01 03 1954

Nationality

BRITISH

Business occupation

CIVIL SERVANT

Other directorships

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

Consent signature

Date

9.1.2006

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

NICHOLAS JAMES HENRY

Surname

SEWTER

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ^{††}

16 ST HELENS ROAD

WEST BRIDGFORD

Post town

NOTTINGHAM

County / Region

NOTTS

Postcode

NG2 6EX

Country

ENGLAND

Day Month Year

Date of birth

0 2 1 2 1 9 4 7

Nationality

BRITISH

Business occupation

RETIRED TEACHER

Other directorships

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

Consent signature

Date _____

10-1-2006

~~This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).~~

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

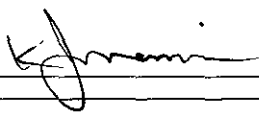
Date _____

Signed

Date _____

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc	
Forename(s)	KENNETH JOAN				
Surname	MORRISON				
Previous forename(s)					
Previous surname(s)					
Address [†]	39 HENRY ROAD, WEST BRIDGFORD				
Post town	NOTTINGHAM				
County / Region	NOTTS		Postcode	NG2 7NB	
Country					
Date of birth	Day	Month	Year	Nationality	
	01	04	1944		BRITISH
Business occupation	RETIRED CIVIL SERVANT				
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature				Date	10.1.2006.

This section must be signed by
Either

an agent on behalf
of all subscribers

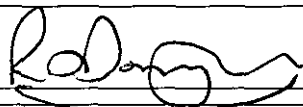
Signed

Date

Or the subscribers

(i.e. those who signed
as members on the
memorandum of
association).

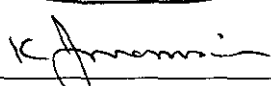
Signed



Date

9.1.2006

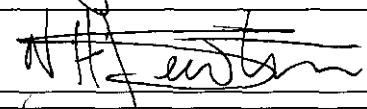
Signed



Date

10.1.2006

Signed



Date

10.1.2006

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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NC
13

10 JAN 2006

836848/20

The Companies Acts 1985 to 1999, as
Company Limited by Shares

Memorandum of Association

of

Sixty Shilling Brewing Ltd**Name**

1. The Company's name is: "Sixty Shilling Brewing Ltd"

Registered Office

2. The Company's registered office is to be situated in England and Wales, presently at The Cottage, 2 Jessops Lane, Gedling, Nottingham, England, NG4 4BQ.

Objects

3. The object of the company is to carry on business as a brewery with associated sales and marketing functions.

Powers

4. The Company has power to do all things as are incidental or conducive to the carrying on of any trade or business by it.

Limited Liability

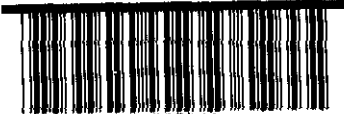
5. The liability of the Company Members is limited.

Share Capital

6. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each. We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number to take the number of shares shown opposite our respective names.

Interpretation

7. Definitions in the Company's Articles of Association apply in this Memorandum.

A13
COMPANIES HOUSE

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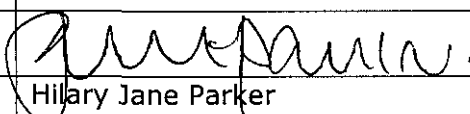
232
16/01/2006

The signatories to this Memorandum wish to establish the Company on its terms
as the Company's founding Company Members.

1. **Signature:**



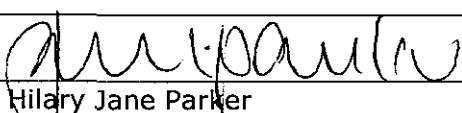
Number of Shares: 9

Name	Robert Owen Douglas
Address	The Cottage, 2 Jessops Lane, Gedling, Nottingham, NG4 4BQ
Date	10.1.2006
Witness to the above signature	
Signature	
Name	Hilary Jane Parker
Address	The Corner House, 32 The Ropewalk, Southwell, Nottinghamshire, NG25 0AJ
Date	10.1.06.

2 **Signature:**

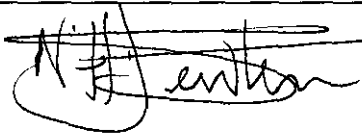


Number of Shares: 6

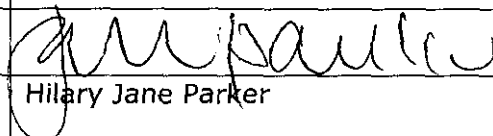
Name	Kenneth John Morrison
Address	39 Henry Road, West Bridgford, Nottingham, NG2 7NB
Date	10.1.06
Witness to the above signature	
Signature	
Name	Hilary Jane Parker
Address	The Corner House, 32 The Ropewalk, Southwell, Nottinghamshire, NG25 0AJ
Date	10.1.06.

The signatories to this Memorandum wish to establish the Company on its terms
as the Company's founding Company Members.

3 **Signature:**



Number of Shares: 5

Name	Nicholas Henry James Sewter
Address	16 St Helens Road, West Bridgford, Nottingham, NG2 6EX
Date	10.01.06.
Witness to the above signature	
Signature	
Name	Hilary Jane Parker
Address	The Corner House, 32 The Ropewalk, Southwell, Nottinghamshire, NG25 0AJ
Date	10.1.06.

Articles of Association of Sixty Shilling Brewing Ltd

GENERAL

1. DEFINITIONS

The special meanings given to certain words and phrases in the articles are set out in the index of defined terms.

DIRECTORS' FUNCTIONS

2. DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

- a) The directors' functions are:
 - i) to manage the company's business; and
 - ii) to exercise all the powers of the company for any purpose connected with managing the company's business.
- b) The directors may delegate their functions in accordance with the articles.

3. LIMITS ON DIRECTORS' FUNCTIONS

- a) The shareholders may, by special resolution:
 - i) alter the scope of the directors' functions; or
 - ii) require the directors to act in a specified manner.
- b) No special resolution passed under paragraph a) shall have retrospective effect.

DECISION MAKING BY DIRECTORS

4. SCOPE OF RULES

- a) References in the articles to decisions of directors are to decisions of directors which are connected with their functions.
- b) Except where the articles provide otherwise, provisions of the articles about how directors take decisions do not apply to decisions delegated to a single director.

5. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- a) Any decision which the directors take:
 - i) must be either a unanimous or a majority decision; and
 - ii) may, but need not, be taken at a meeting of directors.
- b) Except where the articles specify otherwise, the directors may take either a unanimous decision or a majority decision on any matter.

6. UNANIMOUS DECISIONS

- a) The directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- b) A unanimous decision need not involve any discussion between directors.

7. MAJORITY DECISIONS

- a) The directors take a majority decision if:
 - i) a matter to be decided has been communicated to every director *(other than those whom it is not practical to contact)*;
 - ii) all the directors who indicate that they wish to discuss the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - iii) those directors have together reached a conclusion which a majority of them support.
- b) Directors participating in the taking of a majority decision otherwise than at a meeting of directors:
 - i) may be in different places, and may participate at different times; and
 - ii) may communicate with each other by any means.

8. MEETING OF DIRECTORS

- a) Any director may call a meeting of directors.
- b) Every director must be given reasonable notice of a meeting of directors.
- c) Paragraph b) does not require notice to be given:
 - i) in writing; or
 - ii) to directors to whom it is not practicable to give notice, or who have waived their entitlement to notice.
- d) Directors participating in a meeting of directors:
 - i) must participate at the same time, but may be in different places; and
 - ii) may communicate with each other by any means.

9. RECORDS TO BE KEPT

- a) The directors are responsible for ensuring that the company keeps a record of every unanimous or majority decision taken by the directors.
- b) Any record kept under paragraph a) must be kept for at least 10 years from the date of the decision or declaration recorded in it.

10. CHAIRING OF MAJORITY DECISION MAKING PROCESSES

- a) The directors may appoint a director to chair:
 - i) all of the processes by which a majority decision may be taken; or
 - ii) a particular process, or processes of a particular type, by which a majority decision may be taken.
- b) The directors may terminate an appointment made under paragraph a) at any time.

11. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- a) Subject to the articles, the directors may make any rule which they think fit about how they take decisions.
- b) The directors must ensure that any such rule is communicated to all persons who are directors while it remains in force.

DELEGATION

12. DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

- a) Subject to the articles, the directors may delegate any of their functions to any person they think fit.
- b) The directors must not delegate to any person who is not a director any decision connected with:
 - i) the taking of decisions by directors;
 - ii) the appointment of a director or the termination of a director's appointment; or
 - iii) the declaration of a dividend.
- c) Any delegation under paragraph a) may authorise further delegation of the directors' functions by any person to whom they are delegated.

13. COMMITTEE OF DIRECTORS

- a) Two or more directors are a "committee" if the directors have:
 - i) delegated a directors' function to them; and
 - ii) indicated that they should act together in relation to that function.
- b) The provisions of the articles about how the directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

APPOINTMENT OF DIRECTORS

14. METHOD OF APPOINTING DIRECTORS

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

- i) by ordinary resolution of the shareholders; or
- ii) by a decision of the directors.

15. TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a director as soon as:

- i) that person ceases to be a director by virtue of any provision of the Acts, or is prohibited by law from being a director;
- ii) any notification to the company that that person is resigning or retiring from office as director takes effect;
- iii) the shareholders pass an ordinary resolution removing that person from office;
- iv) the directors decide that that person, having repeatedly and without reasonable excuse failed to participate in the processes by which majority decisions may be taken, should cease to be a director; or
- v) any contract under which that person was appointed as a director of, or personally performs services for, the company or any of its subsidiaries terminates, unless, immediately after its termination, the contract is renewed or replaced with another similar contract.

16. DIRECTORS' TERMS OF SERVICE

- a) Subject to the provisions of the Acts, the directors may decide the terms (including as to remuneration) on which a director is to perform directors' functions, or otherwise perform any services for the company or any of its subsidiaries.
- b) For the purposes of paragraph a), "remuneration" includes any arrangements in connection with a pension, allowance or gratuity paid, or to be paid, to or in respect of any person who has been a director of the company or any of its subsidiaries, or any predecessor in business of the company or any of its subsidiaries.

17. DIRECTORS' EXPENSES

Subject to the Acts, the company may meet any expenses which the directors incur in connection with:

- i) the exercise of their functions; or
- ii) the performance of any other duty which they owe to, or service which they perform for, the company or any of its subsidiaries.

SHARES

18. SHARE CERTIFICATES

The company may issue share certificates to the holders of its shares with one or more certificates for their respective shares in such form as the directors decide.

19. SHARE TRANSFERS

- a) Shares may be transferred by means of an instrument of transfer in a form permitted by law.
- b) Subject to the Acts, the directors may refuse to register the transfer of a share.

DIVIDENDS

20. PROCEDURE FOR DECLARING DIVIDENDS

Subject to the Acts, the directors may decide to declare a dividend and pay such dividends to shareholders as:

- i) appear to the directors to be justified by the company's profits; and
- ii) are in accordance with shareholders' respective rights.

21. PAYMENT OF DIVIDENDS

- a) Subject to paragraphs b) and c), the company shall pay any dividend or other money payable by it in respect of a share by means of:
 - i) a transfer to a bank account specified in writing by the holder; or
 - ii) a cheque sent by post to the registered address of the holder.
- b) If two or more persons hold a share, or are jointly entitled to it by reason of the death or bankruptcy of the holder (or one of two or more joint holders), the company shall pay any dividend or other money payable by it in respect of the share:
 - i) by means of a transfer to a bank account specified in writing by the holder who is named first in the register of members, or a cheque sent by post to that holder's registered address; or
 - ii) (if the death or bankruptcy of the first named holder has resulted in two or more persons becoming jointly entitled to the share), by means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them.
- c) The company may agree another means of paying such dividend or other money with any person entitled to specify a bank account under this article.

22. RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so decide, be forfeited and cease to remain owing by the company.

MISCELLANEOUS

23. INDEMNITY FOR CERTAIN LEGAL EXPENSES

- a) Subject to the Acts, a director shall be indemnified out of the company's assets against any expenses which that director incurs:
 - i) in defending civil proceedings (unless judgement is given against the director and the judgement is final);
 - ii) in defending criminal proceedings (unless the director is convicted and the conviction is final; or
 - iii) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company (unless the court refuses to grant the director relief, and the refusal is final).
- b) A judgement, conviction or refusal of relief becomes final if:
 - i) the period for bringing an appeal (or any further appeal) has ended; and
 - ii) any appeal brought is determined, abandoned or otherwise ceases to have effect.
- c) This article is without prejudice to any other indemnity to which a director may be entitled.

INDEX OF DEFINED TERMS

In the articles of association:

"Acts" means the Companies Acts in so far as they apply to the company;

"articles" means the company's articles of association;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"directors' functions" has the meaning given in article 2 a);

"holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"majority decision" has the meaning given in article 7;

"ordinary resolution" has the meaning given in the Companies Acts;

"shares" means shares in the company;

"shareholder" means a person who is the holder of the share;

"special resolution" has the meaning given it by the Companies Acts;

"subsidiary" has the meaning given in section 736 of the Companies Act 1985 (as amended and in force when the articles became binding on the company); and

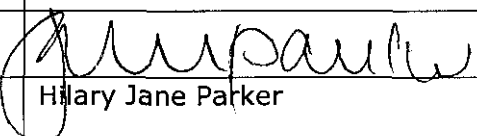
"unanimous decision" has the meaning given in article 6.

The signatories to these Articles wish to establish the Company on their terms as the Company's founding Company Members.

1. **Signature:**



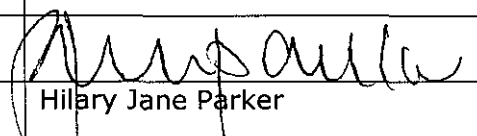
Number of Shares: 9

Name	Robert Owen Douglas
Address	The Cottage, 2 Jessops Lane, Gedling, Nottingham, NG4 4BQ
Date	10.1.2006
Witness to the above signature	
Signature	
Name	Hilary Jane Parker
Address	The Corner House, 32 The Ropewalk, Southwell, Nottinghamshire, NG25 0AJ
Date	10.1.06

2 **Signature:**

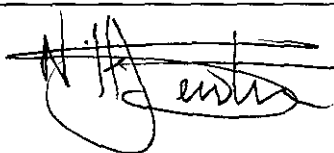


Number of Shares: 6

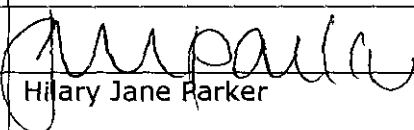
Name	Kenneth John Morrison
Address	39 Henry Road, West Bridgford, Nottingham, NG2 7NB
Date	10.1.06
Witness to the above signature	
Signature	
Name	Hilary Jane Parker
Address	The Corner House, 32 The Ropewalk, Southwell, Nottinghamshire, NG25 0AJ
Date	10.1.06

The signatories to these Articles wish to establish the Company on their terms as the Company's founding Company Members.

3 Signature:



Number of Shares: 5

Name	Nicholas Henry James Sewter
Address	16 St Helens Road, West Bridgford, Nottingham, NG2 6EX
Date	10.01.06.
Witness to the above signature	
Signature	
Name	Hilary Jane Parker
Address	The Corner House, 32 The Ropewalk, Southwell, Nottinghamshire, NG25 0AJ
Date	10.1.06.