This is the adopted Articles of Incorporation of Jamaican Teas Limited approved by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 1st June 2010

John Mahfood, Director. CEO

FORM 1A
INSTRUCTIONS ON REVERSE

ADOPTED

JAMAICA

THE COMPANIES ACT

ARTICLES OF INCORPORATION

COMPANY LIMITED BY SHARES
(Pursuant to sections 8 & 25)

1. NAME OF COMPANY: JAMAICAN TEAS LIMITED

1A. COMPANY FAX NUMBER: 5,772

1B. TYPE OF COMPANY:
PRIVATE ☐ PUBLIC ☑

1C. IF THE COMPANY IS A PRIVATE COMPANY THE FOLLOWING APPLY:

(i) THE RIGHT TO TRANSFER SHARES IS RESTRICTED IN THE MANNER HEREINAFTER PRESCRIBED;

(ii) SUBJECT TO SECTION 25 (1) (b) OF THE ACT, THE NUMBER OF MEMBERS OF THE COMPANY (EXCLUSIVE OF PERSONS WHO ARE IN THE EMPLOYMENT OF THE COMPANY AND PERSONS WHO HAVING BEEN FORMERLY IN THE EMPLOYMENT OF THE COMPANY WERE IN SUCH EMPLOYMENT AND HAVE CONTINUED AFTER THE DETERMINATION OF SUCH EMPLOYMENT TO BE MEMBERS OF THE COMPANY) IS LIMITED TO TWENTY:

PROVIDED THAT WHERE TWO OR MORE PERSONS HOLD ONE OR MORE SHARES IN THE COMPANY JOINTLY THEY SHALL FOR THE PURPOSE OF THIS REGULATION BE TREATED AS A SINGLE MEMBER;

(iii) ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR ANY SHARES OR DEBENTURES OF THE COMPANY IS PROHIBITED;

(iv) ANY INVITATION TO THE PUBLIC TO DEPOSIT MONEY FOR FIXED PERIODS OR PAYABLE ON CALL WHETHER BEARING OR NOT BEARING INTEREST IS PROHIBITED;

(v) SUBJECT TO THE EXCEPTIONS PROVIDED FOR IN THE TWELTH SCHEDULE TO THE ACT, ANY PERSON OTHER THAN A SHARE HOLDER IS PROHIBITED FROM HAVING ANY INTEREST IN ANY OF THE COMPANY'S SHARES; AND

(vi) THE COMPANY SHALL NOT HAVE THE POWER TO ISSUE WARRANTS TO BEARERS.

1D. IF A PUBLIC COMPANY STATE THE VALUE OF THE ALLOTTED SHARE CAPITAL: $57,065,068.00

2. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

3. CORE BUSINESS OF THE OF COMPANY

MANUFACTURERS

4. THE CLASSES OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

ORDINARY

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4A. THE MAXIMUM NUMBER OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

TWO HUNDRED AND FIFTY MILLION SHARES (250,000,000)

5. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

SEE SCHEDULE

6. MINIMUM NUMBER OF DIRECTORS

THREE

OR

6A. MAXIMUM NUMBER OF DIRECTORS

NOT APPLICABLE

6B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
1. ADEEB MAHFOOD 2. VIOLET MAHFOOD	9 PLYMOUTH AVENUE, KINGSTON 6 9 PLYMOUTH AVENUE, KINGSTON 6	COMPANY DIRECTOR COMPANY DIRECTOR	926-5863 926-5863
3. JOHN MAHFOOD	4 HARBOUR VIEW DRIVE KINGSTON 17	COMPANY DIRECTOR	926-5863
4. NANCY MILNE	66 BREEZY RIDGE DRIVE KINDERHOOK NY 12106	CUSTOMS BROKER	518-249-1 416
5. JOHN JACKSON	12 MERRICK AVENUE KINGSTON 10	ACCOUNTANT	926-5863
6. DUNCAN DAVIDSON 7. MARCOS DABDOUB	7 FARRINGDON DR KINGSTON 6 3 HOUSTON AVENUE KINGSTON 8	BUSINESSMAN COMPANY DIRECTOR	926-5863 937-3013-6

6C. NAME OF FIRST COMPANY SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
VIOLET MAHFOOD	9 PLYMOUTH AVENUE KINGSTON 6	BUSINESSWOMAN	926-5863

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7. RESTRICTIONS, IF ANY, ON THE BUSINESS THE COMPANY MAY CARRY ON

NONE

7A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE

NOT APPLICABLE

8. THE FOLLOWING ARTICLES FROM TABLE A SHALL APPLY WITHOUT VARIATION

ONLY IN SO FAR AS PROVISIONS ARE REPEATED OR CONTAINED IN THE ATTACHED SCHEDULE

8A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY

SEE SCHEDULE

9. HAS THERE BEEN AN ALLOTMENT OF SHARES FOR CONSIDERATION OTHER THAN CASH PURSUANT TO A PREINCORPORATION CONTRACT?

☐ YES ☑ NO

9A. THE NATURE AND VALUE OF THIS CONSIDERATION IS SET OUT BELOW:

N/A

10. LIABILITY OF THE MEMBERS IS LIMITED

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11. SUBSCRIBERS AND WITNESSES

SUBSCRIBER	SUBSCRIBER	SUBSCRIBER
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
ADDRESS	ADDRESS	ADDRESS
ADDRESS	ADDRESS	ADDRESS
BUSINESSWOMAN	BUSINESSMAN	CUSTOM BROKER
OCCUPATION	OCCUPATION	OCCUPATION
NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN
CONTACT #	CONTACT #	CONTACT #
DATE	DATE	DATE
WITNESS	**WITNESS**	**WITNESS**
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
ADDRESS	ADDRESS	ADDRESS
ADDRESS	ADDRESS	ADDRESS
CONTACT #	CONTACT #	CONTACT #
DATE	DATE	DATE

12.

DATE	PRINTED NAME	SIGNATURE	CONTACT #
1st June 2010	JOHN MAITLAND	x	470 5646

CAPACITY:

- [✓] DIRECTOR
- [ ] SECRETARY
- [ ] AUTHORIZED OFFICIAL

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JAMAICAN TEAS LIMITED

SCHEDULE

EXCLUSION OF TABLE A

16. The regulations in Table A in the first Schedule of the Companies Act shall not apply to the Company except in so far as they are repeated or contained in these regulations.

INTERPRETATION

17. In these Regulations, if not inconsistent with the subject or context the words standing in the first column of the following shall bear the meaning set opposite them respectively in the second column thereof.

Word	Meanings
"The Act"	The Companies Act
"The Company"	shall mean **JAMAICAN TEAS LIMITED.**
"Seal"	shall mean the common seal of the Company.
"Secretary"	shall include any assistant or deputy Secretary and any person appointed to perform the duties or any particular duty of the Secretary temporarily.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

SHARE CAPITAL, CERTIFICATES VARIATIONS OF RIGHTS

18 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 Company may from time to time by ordinary resolution determine.

19. Subject to the provisions of section 56 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they

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are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

20. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these articles relating to general meetings shall apply, but so that at every such separate general meeting the quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

21. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

22. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per centum of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly paid in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

23. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

24. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within thirty (30) days after allotment or lodgment of transfer one certificate for all his shares or several certificates each for one or more of his shares. Every certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate

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for a share to one of several joint holders shall be sufficient delivery to all such holders.

25. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of Two Dollars or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company incurred in investigating the loss, as the Directors think fit.

26. Subject to the provisions of the Act the Company may exercise to the fullest extent the powers granted by sections 58, 59 and 70 to purchase or otherwise deal in it own shares and the Company may, to the extent permitted by law give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company and the Company may, to the extent permitted by law, make a loan for any purpose whatsoever on the security of its shares or those of its holding Company.

27. The Company may, in accordance with Section 185 of the Act, give financial assistance to any person by means of a loan, guarantee or otherwise:

a) in the ordinary course of business;

b) on account of expenditure incurred or to be incurred on behalf of the Company;

c) to a holding body corporate;

d) to any of the Company's subsidiaries; or

e) to employees of the Company to enable them to purchase shares in an employee share ownership plan approved under the Employee Share Ownership Plan Act.

28. 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, on such terms, and in such manner as they think fit.

LIEN

29. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to

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be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

30. The Company may sell in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

31. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

32. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares a the date of the sale.

CALLS ON SHARES

33. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at any fixed time; provided that no call shall exceed one fourth of the price of the share, or be made payable within one (1) month from the date fixed for the payment of the last preceding call, and each member shall, subject to receiving fourteen (14) days' notice at least specifying the time and place for payment, pay the amount called on his shares to the Company at the time and place so specified the amount called on his shares. A call may be made payable by installments. A call may be revoked or postponed as the Directors may determine.

34. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

35. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

36. If a call payable in respect of any share or any installment of a call be not paid before or on the day appointed for payment thereof, the holder for the time

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being of such share shall be liable to pay interest on the same at such rate, not exceeding five per centum per annum as the Directors shall determine from the day appointed for the payment of such call or installment to the time of actual payment; but the Directors may, if they shall think fit, waive the payment of such interest or any part thereof.

37. If by the terms of issue of any shares, or otherwise, any amount is made payable at any fixed time, whether on account of the price of the shares or by way of premium, every such amount shall be payable as if it were a call duly made by the Directors of which due notice had been given; and all the provisions hereof with respect to the payment of calls and interest thereon, expenses, or to the forfeiture of shares for non-payment of calls, shall apply to every such amount and the shares in respect of which it is payable.

38. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

39. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance become payable) pay interest at such rate not exceeding, (unless the Company in general meeting shall otherwise direct) five (5) per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance.

TRANSFER OF SHARES

40. The instrument of transfer of any share in the Company shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain a holder of the share until the transferee is entered in the register of members in respect thereof.

41. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form, which the Directors may approve.

42. The Directors any decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien.

43. The Directors may also decline to recognise any instrument of transfer unless:-

(a) The instrument of transfer is accompanied by the Certificate of the shares to which it relates, and such other evidence as the Directors

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may reasonably require to show the right of the transferor to make the transfer; and

(b) The instrument of transfer is in respect of only one class of share.

44. If the Directors refuse to register a transfer they shall within two (2) months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

45. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year.

46. The Company shall not charge any fee on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas or other instrument.

TRANSMISSION OF SHARES

47. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

48. Any person becoming entitled to a share by reason of the death or bankruptcy of a member may upon such evidence being produced as may from time to time be required by the Directors and subject as hereinafter provided, elect either to be registered as a member in respect of such shares or to make and execute such transfer of the share as the deceased or bankrupt person could have made. The Directors shall in either case have the same right to refuse or suspend registration as they would have had if the death or bankruptcy of the member had not occurred and the notice of election or transfer were a transfer executed by that member.

49. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

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50. Any person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, unless and until he is registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if such notice is not complied with within ninety (90) days after service thereof the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of such share until the requirement of the notice has been complied with.

FORFEITURE OF SHARES

51. If any member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring him to pay so much of the call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such non-payment.

52. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which such call or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid, and it shall also name the place where payment is to be made. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call or instalment is payable will be liable to be forfeited.

53. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect, and any such forfeiture shall extend to all dividends declared in respect of the shares so forfeited, but not actually paid before such forfeiture.

54. Any shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all calls made or instalments due prior to the forfeiture, as the Directors think fit; or the Directors may, at any time before such shares are sold or otherwise disposed of, annul the forfeiture upon such terms as they may approve. For the purpose of giving effect to any such sale or other disposition the Directors may authorise some person to transfer the shares so sold or otherwise disposed of to the purchaser thereof or other person becoming entitled thereto, and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be

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affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

55. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

56. A statutory declaration in writing that the declarant is a Director or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all person claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

57. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

58. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

59. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the value of the shares from which the stock arose.

60. The holders of stock shall, according to the amount of stock held by them, have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have

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conferred that privilege or advantage.

61. Such of the regulations of the Company as are applicable to paid up shares shall apply to stock and words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

62. The Company may by ordinary resolution increase the share capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe.

63. Any share capital raised by the creation of new shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original share capital, and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of shares on non-payment of calls, transfer and transmission of shares, lien, or otherwise, as if it had been part of the original share capital.

64. The Company may by ordinary resolution:

(a) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Articles; subject nevertheless to the provisions of section 65 (1) (d) of the Act;

(b) consolidate and divide its capital or any part thereof into shares of larger amount than its existing shares;

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

65. The Company may by special resolution reduce its share capital, any capital redemption reserve fund, and any share premium account in any manner authorised by law.

GENERAL MEETINGS

66. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need no hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

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67. All general meetings other than annual general meetings shall be called "extraordinary general meetings".

68. The Directors may, whenever they think fit, and they shall on the requisition of members of the Company holding at the date of the deposit of the requisition not less than one tenth of such of the paid capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company convene an extraordinary general meeting. The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists. If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting the requisitionists or any of them representing more than one half of the total voting rights of all of them may themselves convene a meeting but any meeting so convened shall be held after the expiration of three (3) months from the said date. A meeting convened under this regulation by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors. Any reasonable expenses incurred by the requisitionists by reason of failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default. If at any time there is not within the Island sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

69. In the case of an extraordinary general meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

NOTICE OF GENERAL MEETINGS

70. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting of the Company other than annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place and the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company entitled to receive such notices from the Company.

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71. A meeting of the Company shall, notwithstanding that it is called by a shorter notice than specified in this regulation, be deemed to have been duly called with regard to length of notice if it is so agreed -

(a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95%) per cent the shares giving that right.

72. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

73. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheet, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

74. No business shall be transacted at any general meeting unless a quorum of members is present and such quorum shall consists of not less than three members present in person or by proxy.

75. If within half hour from the time appointed for a general meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those members present shall be a quorum.

76. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose one of the Directors present to be Chairman; or if no Director is present and willing to take the chair the members present shall choose one of their number to be Chairman of the meeting.

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77. The Chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

78. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

79. Except as provided in regulation 81, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the results of the poll be deemed to be the resolution of the meeting at which the poll was demanded.

80. In the case of an equality of votes at any general meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.

81. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall

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be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

82. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

83. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

84. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver, or other person may on a poll vote by proxy.

85. No person shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of the shares held by him in the Company have been paid.

86. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

87. The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. A proxy shall have the same right as the member appointing him to speak at the meeting.

87A. On a poll votes may be given either personally or by proxy.

88. A proxy need not be a member of the Company.

89. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy, of that power or authority shall be deposited at the registered office of the Company or at

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such other place within the Island as is specified for the purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for the holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument shall not be treated as valid.

90. An instrument appointing a proxy shall be in the following form or in such other form as the Directors shall prescribe or accept but so that in every case (where the circumstances permit), it shall be so worded that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed:-

JAMAICAN TEAS LIMITED

"I/We
of
being a Member/Members of the above-named Company, hereby
appoint
of
or failing him,
or
as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary as the case may be] General Meeting of the Company to be held on the day of and at any adjournment thereof.

I/We desire this form to be used* for/against the resolution

Signed this day of

Unless otherwise directed the proxy will vote as he thinks fit."

* Strike out whichever is not desired.

An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

91. Subject to the provisions of the Act, the Directors may, at the cost of the Company, issue stamped or unstamped forms of proxy for use by the members with or without inserting therein the names of any of the Directors or of any other persons as proxies and may also at the cost of the Company stamp or unstamped forms of proxy deposited pursuant to regulation 89.

92. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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93. A vote given in accordance with the terms of an instrument of proxy shall be valid not withstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

94. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

95. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

96. Unless otherwise determined by a general meeting, the number of Director of the Company shall not be less than three.

97. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

98. The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.

99. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other Company unless the Company otherwise directs.

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BORROWING POWERS

100. 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.

POWERS AND DUTIES OF DIRECTORS

101. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made.

102. The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such conditions as they may think fit, and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

103. The Company may exercise the powers conferred by section 32 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

104. The Company may exercise the powers conferred upon the Company by virtue of sections 87, 118 and 119 of the Act with regard to the keeping of branch registers of the holders of debentures and members and the Directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such registers.

105. (1) A Director who is, in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall disclose in writing to the Company the nature and extent of his interest in accordance with section 193 of the Act.

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(2) Any contract or proposed contract referred to in regulation 105 (1) above shall be subject to the approval of the Directors and such Director shall not be present during any proceeding of the board of Directors in connection with the approval of such contract and he shall not be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:

(a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaking by him for the benefit of the Company; or

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by a Director to subscribe for or underwrite shares or debentures of the Company; or

(d) any contract or arrangement with any other Company in which he is interested in only as an officer of the Company or as holder of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent and generally or in respect of any particular contract, arrangement or transaction, by the Company in general meeting.

(3) A Director may hold any office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

(4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the

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terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

106. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

107. The Directors shall cause minutes to be made in books provided for the purpose:-

(a) of all appointment of officers made by the Directors;

(b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors; and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

108. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

109. The office of Director shall be vacated, if the Director

(a) ceases to be a Director by virtue of section 177 of the Act; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any other made under section 180 or section 182 of the Act; or

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(d) becomes of unsound mind; or

(e) resigns his office by notice in writhing to the Company; or

(f) shall for more that six months have been absent without permission of the Directors from meetings of the Directors held during that period

INDEMNITY

110. To the fullest extent permitted by sections 201, 202 and 203 of the Act, every Director or other officer of the Company or their respective legal representatives shall be entitled to be indemnified out of the assets of the Company against all cost, charges, expenses, awards of damages, losses or liabilities which he may sustain or incur:

(a) in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of the Company;

(b) in connection with any derivative action;

(c) in connection with any application under section 389 of the Act in which relief is granted by the Court.

The Directors shall be and are hereby authorised to effect and maintain at the costs of the Company such Directors and officers liability insurance as they shall deem fit. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in honest execution of the duties of his office.

ROTATION OF DIRECTORS

111. At the first annual general meeting of the Company all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest one-third, shall retire from office.

112. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

113. A retiring Director shall be eligible for re-election.

114. The Company at the meeting at which a Director retires in manner aforesaid

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may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

115. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless not less that seven (7) nor more than fourteen (14) days before the date appointed for the meeting there shall have been left at the registered office Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

116. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

117. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

118. The Company may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these regulations 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 services between him and the Company.

119. The Company may by ordinary resolution appoint another person in place of a Director removed from office under regulation 118 and without prejudice to the powers of the Directors under regulation 117 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.

ALTERNATE DIRECTORS

120. Any Director may from time to time appoint any person who is approved by

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the majority of the Directors to be an alternate or substitute Director. The appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director but shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any appointment so made may be revoked at any time by the appointer or by a majority of the other Directors and any appointment or revocation under this regulation shall be effected by notice in writing to be delivered to the secretary of the Company.

PROCEEDINGS OF DIRECTORS

121. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the Island.

122. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

123. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as the number of Directors is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

124. The Directors may elect a Chairman and deputy Chairman of their meetings and determine the period for which they are to hold office; but if no such Chairman or deputy Chairman is elected, or if at any meeting the Chairman or deputy Chairman is not present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

125. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The regulations herein contained for the meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the meetings and proceedings of any committee.

126. All acts done by any of the Directors or of a committee of Directors, or by

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any persons acting as Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

127. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be valid and effectual for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted. Any such resolution may consist of several documents in like form each signed by one or more of such Directors.

128. Meetings of Directors or of a committee of Directors may be held wholly or partially be telephone conferencing and/or video conferencing system by virtue of which all participants are able to hear and speak to each other at the same time. Any meeting of Directors or of a committee of Directors may at the request of any Director made not less than forty-eight (48) hours prior to the scheduled time of the meeting, be held in that manner. A Director who participates in a meeting in that manner, shall (notwithstanding being absent from the island or otherwise remote from the venue of a meeting) be deemed present in person at the meeting and shall be counted in the quorum for and be entitled to vote at the meeting.

MANAGING DIRECTOR

129. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such term as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically terminated if he ceases from any cause to be a Director.

130. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

131. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

132. The Directors shall appoint a secretary, and shall fix his remuneration and terms and conditions of employment, and any secretary so appointed may be

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removed by them.

133. No person shall be appointed or hold office as secretary who is:

(a) the sole Director of the Company; or

(b) a corporation the sole Director of which is the sole Director of the Company; or

(c) the sole Director of a corporation which is the sole Director of the Company.

134. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the secretary.

THE SEAL

135. The Directors shall forthwith procure a seal to be made for the Company, and shall provide for the safe custody thereof. Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

DIVIDENDS AND RESERVE

136. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

137. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

138. No dividend shall be paid otherwise than out of profits.

139. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

140. Subject to the rights of persons, if any, entitled to shares with special rights

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as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

141. The Directors may deduct from any dividend payable to any member all sums or money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

142. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other Company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

143. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipt for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

144. No dividend shall bear interest against the Company.

ACCOUNTS

145. The Directors shall cause proper books of account (being such books of account as are necessary to give a true and fair view of the status of the Company's affairs and to explain its transactions) to be kept with respect to -

(a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;

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(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

146. The books of account shall be kept at the registered office or subject to the provisions of the Act at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company, or any of them, shall be open to the inspection of the members (not being Directors), and the members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

147. The Directors shall from time to time, in accordance with sections 145 and 147 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

148. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of the Company and to every person registered under Regulation 50; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

149. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or towards paying up in full unissued shares or debentures of he Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other and the Directors shall give effect to such resolution.

Provided that a share premium account and a capital redemption reserve fund may, for the purpose of this regulation only be applied in the paying up of unissued

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shares to be issued to members of the Company as fully paid bonus shares.

150. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all the allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDITORS

151. Auditors shall be appointed and their duties regulated in accordance with sections 154 to 157 of the Act.

NOTICES

152. A notice may be served by the Company upon any member either personally or by sending it through the post addressed to such member at his registered address supplied by him to the Company for the giving of notice to him.

153. A member shall not be entitled to have a notice served on him at any address not in Jamaica, but any member whose registered address is not in Jamaica may by notice in writing require the Company to register an address in Jamaica, which, for the purpose of the service of notice, shall be deemed to be his registered address. A member who has no registered office in Jamaica, and has not given notice as aforesaid, shall not be entitled to receive any notice from the Company.

154. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four (24) hours after the same shall have been posted; and in proving such service it shall be sufficient that the envelope containing the notice was properly addressed and stamped and the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

155. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in

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respect of the share.

156. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, in Jamaica supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

157. Notice of every general meeting shall be given in any manner hereinafter authorised to:

(a) every member except those members who (having no registered address in Jamaica) have not supplied to the Company an address in Jamaica for the giving of notices to them;

(b) every person upon whom the ownership of a share devolves by reason of him being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would of be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notice of general meetings.

DISCOVERY OF SECRETS

158. No member shall be entitled to require or receive any information concerning the business, trading, or customers of the Company, or any trade secret or secret process of or used by the Company, beyond such information as to the accounts and business of the Company as is by these articles or by the Act directed to be placed before the Company in General meeting, and no member shall be entitled to inspection of any of the books, papers, correspondence or documents of the Company except so far as such inspection is authorised by the articles or by the Act.

WINDING UP

159. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied; first, in repaying to the members the amounts paid up on the shares held by them respectively; and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively; provided

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always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

160. In a winding up any part of the assets of the Company including any shares in or securities of other companies may, with the sanction of an ordinary resolution of the Company, be divided among the members of the Company in specie or may, with the like sanction be vested in trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

COMPANIES OFFICE OF JAMAICA
Protection, Freedom, Commerce

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