

Number of }
Company }

Form No. 41.

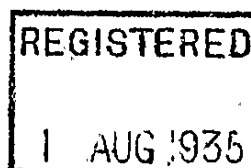
THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).



Insert the
Name of the
Company.

S. S. Hindcombe

LIMITED.

Presented by

A. C. Enroll.

So. John Street

Richard R. W. C.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

This margin is reserved for binding and should not be written across.

I, Reginald Charles Howard

of No. 9 John Street Bedford Row in the County of London

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ("A Solicitor of the
Supreme Court engaged in the formation

of J. H. Handcombe

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at No. 9 John Street
Bedford Row in the
County of London
the 23rd day of July 1935

Reginald C. Howard

Before me,

Alfred J. Wills

A Commissioner for Oaths. [or a Notary Public or]
Justice of the Peace.]

Number of
Company }

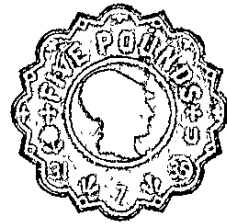
50003

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

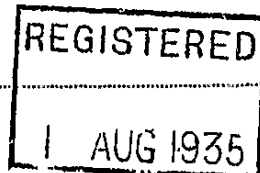


Statement of the Nominal Capital

OF

S
S. G. Handcombe

LIMITED.



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

R. G. Garrod
30 John Street
Birmingham New No. 1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 3, 77 Colmore Row, Birmingham, 3,
66 St. Vincent Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

THE NOMINAL CAPITAL

OF

S. G. Handelscombes

, Limited,

is £ 1,000, divided into 1,000

Shares of £ 1 each.

*Signature A. Dawson

Officer Director

Dated the 20th day of July 1935

** This Statement should be signed by an Officer of the Company.*

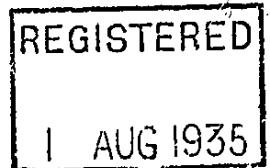


The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
S. G. HANDSCOMBE LIMITED.



1. The name of the Company is "S. G. HANDSCOMBE LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To carry on business as bakers and manufacturers of and dealers in bread, flour, biscuits and farinaceous compounds and materials of every description.
 - (B) To carry on business as refreshment contractors, restaurant, refreshment room, tavern, inn and lodging-house keepers or proprietors, sugar and sweetmeat merchants, confectioners, farmers, dairy-men, fruiterers, grocers, provision merchants, tea merchants, ice merchants, manufacturing chemists, licensed victuallers, wine and spirit merchants and tobacconists.
 - (C) To buy, sell, manufacture and deal in all articles and things used or capable of being used, sold or employed in such businesses (both wholesale and retail) or in connection therewith.
 - (D) To establish at South Harrow, Middlesex, and at any other place or places, whether in the United Kingdom or abroad, shops, refreshment rooms and depots for the sale of bread, biscuits and other farinaceous goods and products, tea, coffee, cocoa, milk, aerated and mineral waters, cordials, tobacco, cigars, cigarettes, confectionery, cakes, buns, potted meats,

table delicacies and any other provisions, goods or drinks, and also to carry on at such places of business the duties of a sub-postmaster or agent of the Postmaster-General.

- (E) To construct, acquire, hire, hold, work, let and sell mills, factories, bakehouses, shops, buildings, machinery and appliances suitable for such baking, contracting, selling, manufacturing and dealing.
- (F) To carry on any other business of a similar nature or any business which may, in the opinion of the Directors, be conveniently carried on by this Company.
- (G) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (I) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (J) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (K) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further

to secure any securities of the Company by a trust deed or other assurance.

- (L) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (M) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (N) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (Q) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined.
- (R) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly

in one mode and partly in another, and generally on such terms as the Company may determine.

- (S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (T) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (w) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (y) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (z) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Stanley George Hamblcombe</i> <i>15 Dundonald Rd.</i> <i>Belgrave</i> <i>Leicester</i> <i>Baker & Confectioner</i>	<i>one</i>
<i>Harry Dawson</i> <i>4, The Birche</i> <i>Beckwood Avenue</i> <i>South Harrow</i> <i>Builder</i>	<i>one</i>

Dated this 20th day of *July* 1935.

Witness to the above Signatures—

Reginald B. Farrod
30 John Street
Bradford *Now M.B. 1*
Solicitor



The Companies Act 1929.

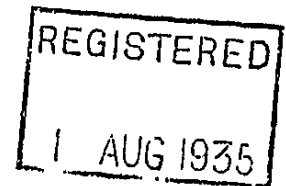


COMPANY LIMITED BY SHARES.

Articles of Association

OF

S. G. HANDSCOMBE LIMITED.



PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 45, 47, 48, 50, 59, 61, 64, 65, 66, 72 and 82 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

4. In Clause 2 of Table A the words " Ordinary Resolution " shall be substituted for the words " Special Resolution " where those words first occur.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise 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 presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 3. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee,

not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

PROCEEDINGS AT GENERAL MEETINGS.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

10. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

11. 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 by the Chairman or by at least two members entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is 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, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

12. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so

authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

13. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve :—

“ S. G. HANDSCOMBE LIMITED.

“ I, ,
 “ of ,
 “ in the County of , being a
 “ member of S. G. HANDSCOMBE LIMITED, hereby
 “ appoint ,
 “ of ,
 “ or failing him, ,
 “ of ,
 “ as my proxy to vote for me and on my behalf
 “ at the [Ordinary or Extraordinary or Adjourned,
 “ *as the case may be*] General Meeting of the Company
 “ to be held on the day of
 “ and at any adjournment thereof.

“ Signed this day of .”

DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than six. The following shall be the first Directors of the Company, that is to say—Stanley George Handscombe and Harry Dawson.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

16. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £1, and it shall be his duty to comply with the provisions of Section 141 of the Companies Act 1929. A Director may act before acquiring his qualification.

POWERS AND DUTIES OF DIRECTORS.

17. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

18. Until the Company in General Meeting shall otherwise resolve, the Directors may issue debentures, bonds or obligations of the Company at any time, and in any form or manner and for any amount, and may raise or borrow any sums of money, either upon mortgage or charge of any of the property of the Company, including uncalled capital, or on bonds or debentures or otherwise, as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

19. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

20. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent, any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other

Directors, or they pass a resolution that he has by reason of such absence vacated office.

- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
- (6) If he is found lunatic or becomes of unsound mind.

22. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

23. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

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

25. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY.

26. *Phoebe**Blen*S G H
A. D.

shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

WINDING UP.

27. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY.

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and 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 the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Stanley George Handscombe
15 Dundonald Rd
Belgrave

Baker & Confectioners
Leicester.
Harry Dawson
4, The Grille

Buchwood Avenue
South Harrow
Builder

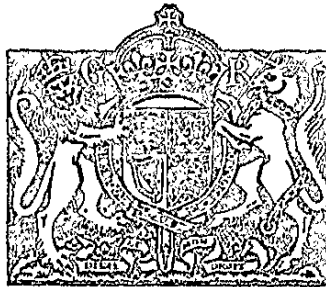
Dated this 20th day of July 1935.

Witness to the above Signatures—

Reginald Garrod
30 John Street
Bradford Row 10.6.1
Solicitor

DUPLICATE FOR THE FILE.

No. 308083



Certificate of Incorporation

I Hereby Certify,

That

S.S. HANDECOCK LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this first day of August One

Thousand Nine Hundred and thirty-five.

Registrar of Companies.

Certificate received by

30. John Street Bedford Row. 1935.

Date 1. 8. 35.

Number of
Company

303683

Form No. 103

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration Fee
Stamp must
be impressed
hereo.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

S. G. HANDSCOMBE LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by The Secretary of the Company,

17, Camden Road,

London, N.W.1.

REGISTERED

25 JUN 1962

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

Companies 4D

F89/6.10.1.01

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

S. G. HANDSCOMBE

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 17, Camden Road, London, N.W.1.

Signature



(State whether

Director or Secretary)

Acting Secretary

Dated the 15th day of January 1962.

NOTE.—This Margin is reserved for binding and must not be written across.

No. 303683

69.
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

S.G. HANDSCOMBE LIMITED

Passed 8th August 1973

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 40 Berkeley Square, London W1X 6BR on the 8th day of August 1973 the undermentioned Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That the draft Articles of Association now submitted to the meeting and subscribed for the purpose of identification by the Chairman be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

A. G. Edwards
Director

Chairman of the Meeting

16

✓
- 8 AUG 1973

No. 303683

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

S. G. HANDSCOMBE LIMITED

(adopted by Special Resolution passed 8th August 1973)

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Clause 1 of Part II of Table A shall be deleted and the following substituted therefor :-

"1. Clauses 24, 53, 75, 77, 88, 89, 90, 91, 92, 93, 106 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number, and vice versa.

SHARE CAPITAL

4. The capital of the Company (at the time of adoption of these Articles) is £1,000 divided into 1,000 shares of £1 each.

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Companies Act, 1948.

DIRECTORS

6. The number of Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.

7. A Director need not hold any share qualification, but shall be entitled to receive notice of and attend all General Meetings of the Company and Clause 134 of Part I of Table A shall be deemed to be modified accordingly.

8. The office of a Director shall be vacated :-

- (A) If he is prohibited from being a Director by reason of any order made under Section 188 of the Companies Act, 1948.
- (B) If he becomes bankrupt or he makes any arrangement or composition with his creditors.
- (C) If he becomes of unsound mind.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he is removed by Ordinary Resolution of the Company as provided by Clause 96 of Part I of Table A.
- (F) If he is removed by notice in writing given to him by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted

(3)

and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be modified accordingly.

10. In Clause 86 of Part I of Table A the words "and every Director" to "for that purpose" shall be deemed to be deleted.

11. In Clause 94 of Part I of Table A the words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deemed to be deleted, and in Clause 95 of Part I of Table A, the words from "Any Director so appointed" to "at such meeting" shall be deemed to be deleted to the intent that a Director shall not be subject to retirement by rotation but shall hold office until he becomes disqualified under the provisions of Article 8 hereof, or dies. In Clause 97 of Part I of Table A the words from "A person appointed" to "elected a Director" shall be deemed to be deleted.

12. The powers given by Clause 94 and 95 of Part I of Table A, as amended by Article 11 hereof, may also be exercised in writing by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

13. No Director shall be required to vacate office as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

14. Any Director may continue to be or become a Director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner

(4)

aforesaid, notwithstanding that he may be, or be about to be, appointed a Director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. A resolution in writing signed by all the Directors or all the members of a Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly convened and held.

BORROWING POWERS

16. In Clause 79 of Part I of Table A the words from "Provided that" to the end of the clause shall be deemed to be deleted.

ALTERNATE DIRECTORS

17. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

REMUNERATION OF MANAGING DIRECTOR AND OTHERS

18. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of

fixed salary or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

NOTICES

19. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefor :-

"Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter".

WINDING UP

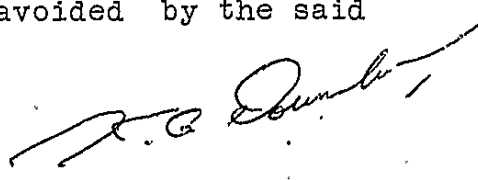
20. On any sale or transfer of the undertaking of the Company the Directors or the Liquidators on a winding up may if authorised by a special resolution accept fully paid or partly paid up shares, debentures or securities of any other company or corporation in any part of the World either then existing or to be formed for the purchase or acquisition in whole or in part of the property of the Company and the Directors (if the profits of the Company permit) or the Liquidators (on a winding up) may distribute such shares or securities or any other properties of the Company amongst the members without realisation or vest the same in trustees for them or any of them and any special resolution may determine how such distribution shall be carried out as between the members or contributories of the Company or different classes thereof and may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company or classes thereof and for the valuation of any such securities or

(6)

property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only (in case the Company is proposed to be or is in the course of being wound up) such statutory rights (if any) under Section 287 of the Companies Act, 1948 as are incapable of being varied or excluded by these Articles.

INDEMNITY

21. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Companies Act, 1948), which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and 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 the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.


Director
Chairman of the Meeting

No. 303683

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

S. G. HANDSCOMBE LIMITED

Passed 27 April 1978

At an EXTRAORDINARY GENERAL MEETING of the above-named company,
duly convened and held at 19-25 Argyll Street, London on
27 April 1978, the undermentioned resolution was passed as a
SPECIAL RESOLUTION.

RESOLUTION

That the name of the company be changed to

S. J. STANTON & SONS LIMITED


Director

Chairman of the meeting

INDISTINCT ORIGINAL





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 303683

178

I hereby certify that

S.G. HANDCOMEE LIMITED

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

S.J. STANTON & SONS LIMITED

Given under my hand at Cardiff the

9TH MAY 1978

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

79
The Companies Act 1929.

and

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

S.J. STANTON & SONS LIMITED

(as altered to 9 May 1978)

Same
Objects

1. The name of the Company is S.J. STANTON & SONS LIMITED. ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are—
 - (A) To carry on business as bakers and manufacturers of and dealers in bread, flour, biscuits and farinaceous compounds and materials of every description.
 - (B) To carry on business as refreshment contractors, restaurant, refreshment room, tavern, inn and lodging-house keepers or proprietors, sugar and sweetmeat merchants, confectioners, farmers, dairy-men, fruiterers, grocers, provision merchants, tea merchants, ice merchants, manufacturing chemists, licensed victuallers, wine and spirit merchants and tobacconists.
 - (C) To buy, sell, manufacture and deal in all articles and things used or capable of being used, sold or employed in such businesses (both wholesale and retail) or in connection therewith.
 - (D) To establish at South Harrow, Middlesex, and at any other place or places, whether in the United Kingdom or abroad, shops, refreshment rooms and depots for the sale of bread, biscuits and other farinaceous goods and products, tea, coffee, cocoa, milk, aerated and mineral waters, cordials, tobacco, cigars, cigarettes, confectionery, cakes, buns, potted meats,

N/C

HN



table delicacies and any other provisions, goods or drinks, and also to carry on at such places of business the duties of a sub-postmaster or agent of the Postmaster-General.

- (E) To construct, acquire, hire, hold, work, let and sell mills, factories, bakehouses, shops, buildings, machinery and appliances suitable for such baking, contracting, selling, manufacturing and dealing.
- (F) To carry on any other business of a similar nature or any business which may, in the opinion of the Directors, be conveniently carried on by this Company.
- (G) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (I) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (J) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (K) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further

to secure any securities of the Company by a trust deed or other assurance.

- (L) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (M) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (N) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (Q) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined.
- (R) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly

in one mode and partly in another, and generally on such terms as the Company may determine.

- (S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (T) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (w) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (y) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (z) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
STANLEY GEORGE HANDSCOMBE, 15 Dundonald Road, Belgrave, Leicester, Baker & Confectioner.	One
HARRY DAWSON, 4 The Circle, Beechwood Avenue, South Harrow, Builder.	One

Dated this 20th day of July 1935.

Witness to the above Signatures—

REGINALD C. GARROD,
 30 John Street,
 Bedford Row, W.C.1,
 Solicitor.

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No. 303683

THE COMPANIES ACTS 1948 to 1976

Still Private

COMPANY LIMITED BY SHARES

Articles of Association

OF

S. J. STANTON & SONS LIMITED

(as altered to 9 May 1978)

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Clause 1 of Part II of Table A shall be deleted and the following substituted therefor :-

"1. Clauses 24, 53, 75, 77, 88, 89, 90, 91, 92, 93, 106 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number, and vice versa.

SHARE CAPITAL

4. The capital of the Company (at the time of adoption of these Articles) is £1,000 divided into 1,000 shares of £1 each.

(2)

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Companies Act, 1948.

DIRECTORS

6. The number of Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.

7. A Director need not hold any share qualification, but shall be entitled to receive notice of and attend all General Meetings of the Company and Clause 134 of Part I of Table A shall be deemed to be modified accordingly.

8. The office of a Director shall be vacated :-

(A) If he is prohibited from being a Director by reason of any order made under Section 188 of the Companies Act, 1948.

(B) If he becomes bankrupt or he makes any arrangement or composition with his creditors.

(C) If he becomes of unsound mind.

(D) If by notice in writing to the Company he resigns his office.

(E) If he is removed by Ordinary Resolution of the Company as provided by Clause 96 of Part I of Table A.

(F) If he is removed by notice in writing given to him by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted

(3)

and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be modified accordingly.

10. In Clause 86 of Part I of Table A the words "and every Director" to "for that purpose" shall be deemed to be deleted.

11. In Clause 94 of Part I of Table A the words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deemed to be deleted, and in Clause 95 of Part I of Table A, the words from "Any Director so appointed" to "at such meeting" shall be deemed to be deleted to the intent that a Director shall not be subject to retirement by rotation but shall hold office until he becomes disqualified under the provisions of Article 8 hereof, or dies. In Clause 97 of Part I of Table A the words from "A person appointed" to "elected a Director" shall be deemed to be deleted.

12. The powers given by Clause 94 and 95 of Part I of Table A, as amended by Article 11 hereof, may also be exercised in writing by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

13. No Director shall be required to vacate office as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

14. Any Director may continue to be or become a Director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner

(4)

aforesaid, notwithstanding that he may be, or be about to be, appointed a Director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. A resolution in writing signed by all the Directors or all the members of a Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly convened and held.

BORROWING POWERS

16. In Clause 79 of Part I of Table A the words from "Provided that" to the end of the clause shall be deemed to be deleted.

ALTERNATE DIRECTORS

17. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

REMUNERATION OF MANAGING DIRECTOR AND OTHERS

18. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of

fixed salary or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

NOTICES

19. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefor :-

"Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter".

WINDING UP

20. On any sale or transfer of the undertaking of the Company the Directors or the Liquidators on a winding up may if authorised by a special resolution accept fully paid or partly paid up shares, debentures or securities of any other company or corporation in any part of the World either then existing or to be formed for the purchase or acquisition in whole or in part of the property of the Company and the Directors (if the profits of the Company permit) or the Liquidators (on a winding up) may distribute such shares or securities or any other properties of the Company amongst the members without realisation or vest the same in trustees for them or any of them and any special resolution may determine how such distribution shall be carried out as between the members or contributories of the Company or different classes thereof and may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company or classes thereof and for the valuation of any such securities or

(6)

property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only (in case the Company is proposed to be or is in the course of being wound up) such statutory rights (if any) under Section 287 of the Companies Act, 1948 as are incapable of being varied or excluded by these Articles.

INDEMNITY

21. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Companies Act, 1948), which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and 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 the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.



THE COMPANIES ACTS 1948 TO 1976

Form No. 103

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

01914

303683

Name of company

S. J. STANTON & SONS

Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

N.E.M. HOUSE 3-5 RICKMANSWORTH ROAD
WATFORD, HERTS. WD1 7HG

in lieu of*

17 CAMDEN ROAD, LONDON, NW1 9LT

where it was previously kept

*delete as appropriate

Signed *W. B. Wright*

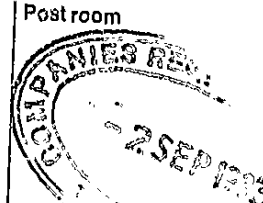
[Director] [Secretary]† Date - 6 MAY 1983

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

THE COMPANY SECRETARY
NEM HOUSE
3-5 RICKMANSWORTH ROAD
WATFORD, HERTS.
WD1 7HG

For official use
General section

Post room



Number of } 303683
Company }

2010

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

S. J. STANTON & SONS LIMITED

Passed 19 October, 1989.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at Weston Centre
Bowater House 68 Knightsbridge London SW1X 7LR

on the 19th day of October, 1989, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the name of the company be changed to

NELSONS OF AINTREE LIMITED

B of Scot £ 360
P 9 203392.

Signature C. R. Wright
.....Joint SECRETARY.....

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE: To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



The Stationery Law Stationery Co. Ltd. 27 Crimscoot Street, London SE1 5LS

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 303683

I hereby certify that

S.J. STANTON & SONS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NELSONS OF AINTREE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 30 OCTOBER 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

S. J. STANTON & SONS LIMITED

Passed 19 October, 1989.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Weston Centre Bowater House 68 Knightsbridge London SW1X 7LR

on the 19th day of October, 1989, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the name of the company be changed to

NELSONS OF AINTREE LIMITED

E of Scot & 360
P 9 203392.

Signature C. F. Wright
.....Joint SECRETARY.....

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 303683

I hereby certify that

S.J. STANTON & SONS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

NELSONS OF AINTREE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 30 OCTOBER 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

No. 303683

THE COMPANIES ACT 1929

AND

THE COMPANIES ACTS, 1948 TO 1953

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

NELSONS OF AINTREE LIMITED
(as altered to 30 October 1989)

Incorporated 1 August 1935



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 303683

I hereby certify that

S.J. STANTON & SONS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NELSONS OF AINTREE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 30 OCTOBER 1989

M. Moss
MRS M. MOSS

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No 303683

I hereby certify that

S.G. HAND⁸COMBEE LIMITED

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

S.J. STANTON & SONS LIMITED

Given under my hand at Cardiff the

9TH MAY 1978

D. A. RICHARDS

Assistant Registrar of Companies

The Companies Act 1929.
and
The Companies Acts 1948 to 1976
and THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

NELSONS OF AINTREE LIMITED
(as altered to 30 October 1989)

1. The name of the Company is "NELSONS OF AINTREE LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To carry on business as bakers and manufacturers of and dealers in bread, flour, biscuits and farinaceous compounds and materials of every description.
 - (B) To carry on business as refreshment contractors, restaurant, refreshment room, tavern, inn and lodging-house keepers or proprietors, sugar and sweetmeat merchants, confectioners, farmers, dairy-men, fruiterers, grocers, provision merchants, tea merchants, ice merchants, manufacturing chemists, licensed victuallers, wine and spirit merchants and tobaccoists.
 - (C) To buy, sell, manufacture and deal in all articles and things used or capable of being used, sold or employed in such businesses (both wholesale and retail) or in connection therewith.
 - (D) To establish at South Harrow, Middlesex, and at any other place or places, whether in the United Kingdom or abroad, shops, refreshment rooms and depots for the sale of bread, biscuits and other farinaceous goods and products, tea, coffee, cocoa, milk, aerated and mineral waters, cordials, tobacco, cigars, cigarettes, confectionery, cakes, buns, potted meats,

table delicacies and any other provisions, goods or drinks, and also to carry on at such places of business the duties of a sub-postmaster or agent of the Postmaster-General.

- (E) To construct, acquire, hire, hold, work, let and sell mills, factories, bakehouses, shops, buildings, machinery and appliances suitable for such baking, contracting, selling, manufacturing and dealing.
- (F) To carry on any other business of a similar nature or any business which may, in the opinion of the Directors, be conveniently carried on by this Company.
- (G) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (I) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (J) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (K) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further

to secure any securities of the Company by a trust deed or other assurance.

- (L) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (M) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (N) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (Q) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined.
- (R) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly

in one mode and partly in another, and generally on such terms as the Company may determine.

- (s) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (t) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (u) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (v) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (w) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (y) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (z) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
STANLEY GEORGE HANDSCOMBE, 15 Dundonald Road, Belgrave, Leicester, Baker & Confectioner.	One
HARRY DAWSON, 4 The Circle, Beechwood Avenue, South Harrow, Builder.	One

Dated this 20th day of July 1935.

Witness to the above Signatures—

REGINALD C. GARROD,
 30 John Street,
 Bedford Row, W.C.1,
 Solicitor.

No. 303683

THE COMPANIES ACTS 1948 to 1976
and THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

NELSONS OF AINTREE LIMITED
(as altered to 30 October 1989)

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Clause 1 of Part II of Table A shall be deleted and the following substituted therefor :-

"1. Clauses 24, 53, 75, 77, 88, 89, 90, 91, 92, 93, 106 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number, and vice versa.

SHARE CAPITAL

4. The capital of the Company (at the time of adoption of these Articles) is £1,000 divided into 1,000 shares of £1 each.

(2)

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Companies Act, 1948.

DIRECTORS

6. The number of Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.

7. A Director need not hold any share qualification, but shall be entitled to receive notice of and attend all General Meetings of the Company and Clause 134 of Part I of Table A shall be deemed to be modified accordingly.

8. The office of a Director shall be vacated :-

(A) If he is prohibited from being a Director by reason of any order made under Section 188 of the Companies Act, 1948.

(B) If he becomes bankrupt or he makes any arrangement or composition with his creditors.

(C) If he becomes of unsound mind.

(D) If by notice in writing to the Company he resigns his office.

(E) If he is removed by Ordinary Resolution of the Company as provided by Clause 96 of Part I of Table A.

(F) If he is removed by notice in writing given to him by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted

(3)

and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be modified accordingly.

10. In Clause 86 of Part I of Table A the words "and every Director" to "for that purpose" shall be deemed to be deleted.

11. In Clause 94 of Part I of Table A the words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deemed to be deleted, and in Clause 95 of Part I of Table A, the words from "Any Director so appointed" to "at such meeting" shall be deemed to be deleted to the intent that a Director shall not be subject to retirement by rotation but shall hold office until he becomes disqualified under the provisions of Article 8 hereof, or dies. In Clause 97 of Part I of Table A the words from "A person appointed" to "elected a Director" shall be deemed to be deleted.

12. The powers given by Clause 94 and 95 of Part I of Table A, as amended by Article 11 hereof, may also be exercised in writing by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

13. No Director shall be required to vacate office as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

14. Any Director may continue to be or become a Director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner

(4)

aforesaid, notwithstanding that he may be, or be about to be, appointed a Director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. A resolution in writing signed by all the Directors or all the members of a Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly convened and held.

BORROWING POWERS

16. In Clause 79 of Part I of Table A the words from "Provided that" to the end of the clause shall be deemed to be deleted.

ALTERNATE DIRECTORS

17. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

REMUNERATION OF MANAGING DIRECTOR AND OTHERS

18. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of

(5)

fixed salary or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

NOTICES

19. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefor :-

"Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter".

WINDING UP

20. On any sale or transfer of the undertaking of the Company the Directors or the Liquidators on a winding up may if authorised by a special resolution accept fully paid or partly paid up shares, debentures or securities of any other company or corporation in any part of the World either then existing or to be formed for the purchase or acquisition in whole or in part of the property of the Company and the Directors (if the profits of the Company permit) or the Liquidators (on a winding up) may distribute such shares or securities or any other properties of the Company amongst the members without realisation or vest the same in trustees for them or any of them and any special resolution may determine how such distribution shall be carried out as between the members or contributories of the Company or different classes thereof and may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company or classes thereof and for the valuation of any such securities or

(6)

property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only (in case the Company is proposed to be or is in the course of being wound up) such statutory rights (if any) under Section 287 of the Companies Act, 1948 as are incapable of being varied or excluded by these Articles.

INDEMNITY

21. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Companies Act, 1948), which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and 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 the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.

Number of)
Company) 303683

The Companies Act 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF THE MEMBERS IN WRITING

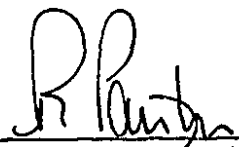
of

NELSONS OF AINTREE LIMITED

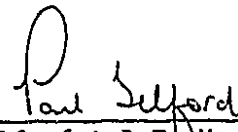
Pursuant to Section 381A of the Companies Act 1985 ('the Act') we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at a general meeting of the company hereby resolve:

That the company hereby elects

- (i) pursuant to Section 252 of the Act to dispense with the laying of accounts before the company in general meeting,
- (ii) pursuant to Section 366A of the Act to dispense with the holding of annual general meetings, and
- (iii) pursuant to Section 386 of the Act to dispense with the obligation to appoint auditors annually

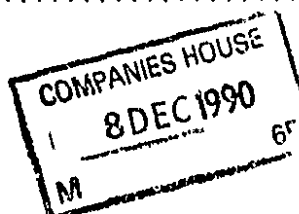


For and on behalf of Comar Limited DIRECTOR



For and on behalf of A.B.F. Nominees Limited DIRECTOR

Dated this....30th.....day of....November.....1990



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

303683

*Insert full name of company.

Name of company

NELSONS OF AINTREE LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

1 5 0 9

3. The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

1 5 0 9 1 9 9 1

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of COMAR LIMITED

, company number 715672

the accounting reference date of which is 15 SEPTEMBER

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

†Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

6. Signed [Signature] Designation† Joint Secretary Date 29 January 1991

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

THE COMPANY SECRETARY
NEW HOUSE
3-5 RICKMANSWORTH ROAD
WATFORD, HERTS.
WD1 7HO

For official use
D E.B

Post room