

410259

10th April 1946

Form No. 43.

"THE COMPANIES ACT, 1929."



A Fee.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance

with the requirements of the Companies Act, 1929, made pursuant to S. 15 (2) of the said Act, on behalf of a Company proposed to be registered as Lancashire

Catering ServiceLIMITED.

I Ernest Lloyd Hutchinson
of 13, St. Winifred Avenue West, Harrogate in the
County of York

Do solemnly and sincerely declare that I am "a person named in
the Articles of Association as a Director

of Lancashire Catering Service 13
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 Hythe in the
County of Kent

the 11th day of April
one thousand nine hundred and forty-six
before me,

James Harrison
A Commissioner for Oaths.

E. Hutchinson

Presented for registration by _____

No. of Certificate

410259

1946

Form No. 35.

THE COMPANIES ACT, 1929.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF *Lancashire Baking*
Service LIMITED,
is *One hundred* Pounds, divided
into *2000 Ordinary* Shares of *1/- (one shilling)* each.

Signature

S. H. Schinerson

Description

Director

(State whether Director or Secretary)

Dated the *7th* day of *April* 19*46*

Presented for registration by

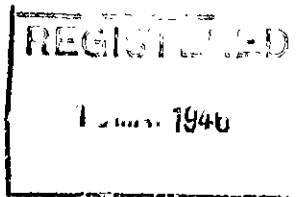
TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNKERTYME, RECHAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2

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410259 / 3



THE COMPANIES ACT 1949

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

LANCASHIRE CATERING SERVICE LIMITED

1. The name of the Company is "LANCASHIRE CATERING SERVICE 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 caterers, hotel, restaurant and tea room proprietors, licensed victuallers, bakers, confectioners, pastrycooks, sweet and ice cream manufacturers and sellers, tobacconists, butchers, fishmongers, fruiterers, greengrocers, grocers, dairymen, provision merchants and manufacturers of and dealers in articles of food and drink of all kinds, garage, cab, omnibus and coach proprietors, carriers of persons and goods, general store-keepers and entertainment and general contractors.

(b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.

(c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease,

LANCASHIRE CATERING SERVICE, Ltd.
Incorporated in England

let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instrument of all kinds.
- (m) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers

or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.

- (o) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 2000 Ordinary Shares of 1/- each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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

| NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of shares taken by each subscriber |
|---|---|
| Ernest Boyd Hutchinson 13 St. Winifreds Avenue West Harrogate Mechanical Engineer | one ordinary |
| Elizabeth Blackie Hutchinson 13 St. Winifreds Avenue West. Harrogate Married woman | one ordinary |

DATED this 9th day of April 1946.

WITNESS to the above signatures :-

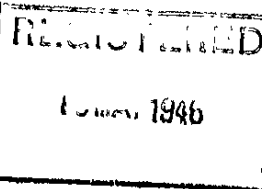
L. W. Sykes
Treffgarne,
Lyle Rd.
Kynochurch,
Deputy Managing Director

names addresses and
 of being formed
 this Memorandum of
 to take the number
 y set opposite our

410259

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not

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

LANCASHIRE CATERING SERVICE LIMITED

| Number of shares taken by each subscriber | |
|--|--|
| one ordinary | |
| one ordinary | |

PRELIMINARY

1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 69, 72, 85, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act, 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 where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

46.

lurch

Managing Director

5. 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 paid does not exceed 10 per cent of the price at which the shares are issued.

6. 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 interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence 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 evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

8. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. 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.

PROCEEDINGS AT GENERAL MEETINGS

9. Subject to the provisions of Section 117 (2) of the Act, relating to special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

10. 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. Save as otherwise

provided by the regulations of the Company, two members personally present shall be a quorum.

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 two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent of the paid up 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 of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

12. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS

13. The number of Directors shall not be less than two or more than five and the first Directors shall be ERNEST BOYD HUTCHINSON, ELIZABETH BLACKIE HUTCHINSON and CECIL ALAN HUTCHINSON. The above Ernest Boyd Hutchinson, Elizabeth Blackie Hutchinson and Cecil Alan Hutchinson shall be Permanent Directors, holding office during their lifetime.

14. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS

15. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated :-
- (a) If he become bankrupt.
 - (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
 - (c) If he be found lunatic or become of unsound mind.
 - (d) If by notice in writing to the Company he resign the office of Director.

- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

17. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

18. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

19. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS

20. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls issue allot or forfeit shares borrow money or issue debentures) as they shall see fit.

INDEMNITY

22. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES

23. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom., No other persons shall be entitled to receive notices of General Meetings.

| NAMES | ADDRESSES | AND DESCRIPTIONS OF SUBSCRIBERS |
|-------|-----------|---------------------------------|
|-------|-----------|---------------------------------|

| | | |
|------------------------|------------------------------|------------|
| Ernest Bond Hutchinson | 13 St. Winifreds Avenue West | Harrogate. |
|------------------------|------------------------------|------------|

| | | |
|---------------------|--|--|
| Mechanical Engineer | | |
|---------------------|--|--|

| | | |
|------------------------------|--|--|
| Elizabeth Blackie Hutchinson | | |
|------------------------------|--|--|

| | | |
|-------------------------------|--|------------|
| 13 St. Winifreds Avenue West. | | Harrogate. |
|-------------------------------|--|------------|

| | | |
|---------------|--|--|
| Married woman | | |
|---------------|--|--|

DATED this 9th day of April 1946.

WITNESS to the above signatures :-

H. D. Sykes
Trefgarne.
Syke R. A.
Synchurch.

Deputy Managing Director.

DUPLICATE FOR THE FILE.

No. 410259



Certificate of Incorporation

I Hereby Certify, That

LANCASHIRE CATERING SERVICE LIMITED

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

Given under my hand at London this Tenth day of May One Thousand Nine Hundred and Forty-six.

Frederick J. M. [Signature]
Registrar of Companies.

Certificate
received by }

Date

10/12/46

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LANCASHIRE CATERING SERVICE LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the Company
held on the 21st October 1949, at 8, Cheriton Gardens,
Stretton, the following SPECIAL RESOLUTION was passed:-

It was RESOLVED:-

"That the Articles of Association be and are
hereby altered in manner following:-

Article 2 After "65" and before "69" insert "66"

S.B. Hutchinson

Chairman

We certify that to the best of our knowledge and belief, the
provisions mentioned in subsection (2) of section one hundred and
eighty-nine of the Companies Act 1948, are satisfied at the date
of this return and have been satisfied at all times since 1st July
1948.

S.B. Hutchinson

For and on behalf of

Director.

Secretary.



A 2720

STEPHEN COX & CO.
(L.S. A. COX.)

Printers & Stationers.

28, ELY PLACE,
HOLBORN CIRCUS,

TELEPHONE: HOLBORN 6243.

LONDON, 3rd December 1951.
E.C. 1.

LANCASHIRE CATERING SERVICE LIMITED

WE CERTIFY that the RESOLUTION passed on the 19th November 1951
and the NEW ARTICLES OF ASSOCIATION of the above named Company are
printed by Type-Lithography.

Stephen Cox & Co

The Companies Act, 1948
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

-of-

LANCASHIRE CATERING SERVICE LIMITED

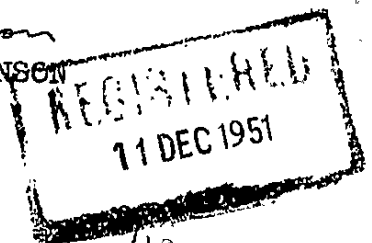
Passed the 19th day of November, 1951.

At an EXTRAORDINARY GENERAL MEETING of Lancashire Catering Service Limited, duly convened and held at 8, Cheriton Gardens, Folkestone, Kent, on the 19th day of November 1951, the following resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the regulations contained in the printed document submitted to the Meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

E. B. Hutchinson
E. B. HUTCHINSON
Chairman



Filed by:-

C. W. L. H. H. H. H.
27 El. Place, Holborn, W.C.1

A

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DEC 1951

28 17
THE COMPANIES ACT, 1948.

*S. B. Hutchinson
Chairman*

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

- of -

LANCASHIRE CATERING SERVICE LIMITED

(Adopted by Special Resolution passed on 19TH NOVEMBER 1951)

PRIVATE COMPANY

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company.

2. Clauses 24, 53, 62, 75, 79, 84 (2), 38, 93, 99 and 113 of Part I of Table A and clauses 1, 3 and 4 of Part II of Table A shall not apply to the Company, but the clauses hereinafter contained and the remaining clauses of Parts I and II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The present share capital of the

Filed by:-

CARDEW-SMITH & CO.,
27 Ely Place, Holborn, E.C.1

Company is £100 divided into 2,000 Ordinary Shares of 1/- each.

4. The Shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Companies Act 1948.

LIEN AND FORFEITURE

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

6. The notice mentioned in Clauses 33 and 34 of Table A shall state the place at which the payment required by such notice is to be made.

7. When any Shares shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.

TRANSFER OF SHARES

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

NOTICE OF GENERAL MEETINGS

9. Every notice convening an Annual General Meeting of the Company shall describe the meeting as an Annual General Meeting, and every notice of a General Meeting shall comply with the requirements of the Companies Act, 1948, as regards the notification to members

of their rights as to the appointment of proxies.

PROCEEDINGS AT GENERAL MEETINGS

10. 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.

VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in person or by proxy shall have one vote, and upon a poll every member present in person or by proxy shall have one vote for each share held by him.

DIRECTORS

12. 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 five. The present Directors of the Company are ERNEST BOYD HUTCHINSON and ELIZABETH BLACKIE HUTCHINSON. The said Ernest Boyd Hutchinson and Elizabeth Blackie Hutchinson shall be Permanent Directors and each of them shall be entitled to hold such office so long as he or she shall live unless he or she shall become disqualified from any of the causes specified in Article 24 hereof or shall be removed from office under the provisions of Section 184 of the Companies Act 1948. Accordingly neither of the said Directors shall be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

POWERS AND DUTIES OF DIRECTORS

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for

any debt, liability or obligation of the Company or of any third party.

14. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

15. The Directors from time to time, and at any time, may establish and appoint local boards, local managing or consulting committees, or local agencies in Great Britain or abroad with such powers, authorities and regulations and at such remuneration as they may deem fit, and may revoke such establishment and appointment.

16. 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.

17. A Director may contract with and be interested in any contract, arrangement or dealing with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, arrangement or dealing, provided that the nature of the interest of the Director in any such contract, arrangement or dealing must be declared at a meeting of the Directors as required by Section 199 of the Companies Act, 1948. A Director may vote in respect of any contract, arrangement or dealing with the Company although he may be interested therein or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of Directors.

18. A Director of this Company may be or become a Director or other officer of any subsidiary or other company promoted by this Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable to this Company for any remuneration or other benefits received by him as Director.

ELECTION OF DIRECTORS

19. Any Shareholder intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which the notice is given) of such his intention, and such notice shall contain the full name, address and occupation of such proposed Director.

PROCEEDINGS OF DIRECTORS

20. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be a majority of those serving on the Board.

21. A Director who is unable to attend meetings of Directors may, by writing under his hand, appoint any person approved by the other Directors to be an alternate Director during such inability, and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of meetings of the Directors, and to attend and vote thereat accordingly in the place of the Director so unable to attend, but he shall not be entitled to any remuneration, and he shall ipso facto vacate office if and when the appointor vacates office as a Director, or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

22. A resolution in writing signed by all the members 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.

23. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them (excepting the power to make calls, forfeit shares, borrow money, or issue Debentures) upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

DISQUALIFICATION OF DIRECTORS

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

- (A) If by one calendar month's notice in writing to the Company he resign the office of Director; or
- (B) If he become bankrupt or insolvent, or enters into any arrangement with his creditors; or
- (C) If he become prohibited from being a Director by reason of any order made under Section 188 of the Companies Act, 1948; or
- (D) If he become of unsound mind.

THE SEAL

25. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose; and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

SECRETARY

26. The Directors may from time to time by resolution appoint or remove a Secretary of the Company, and may also from time to time by resolution appoint a temporary substitute for the Secretary, who shall for all purposes be deemed to be the Secretary of the Company.

NOTICES

27. Any notices sent by post shall be deemed to have been served on the day on which the letter, envelope, or wrapper containing

the same is posted, and in proving service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or into some post box subject to the control of the Postmaster-General; and Clause 131 of Table A shall be modified accordingly.

WINDING UP

28. If the Company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Companies Act, 1948, divide among the members in specie the whole or any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights, the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to section 287 of the Companies Act 1948. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the Liquidator be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

12/2/2

34

DIRECTORS:

E. B. HUTCHINSON, F.R.C.S., M.Inst.T.
Chairman and Managing Director.
E. B. HUTCHINSON.
G. M. HUTCHINSON.

REGD
FEE PAID
ALL COMMUNICATIONS SHOULD BE ADDRESSED TO THE COMPANY.

LANCASHIRE CATERING SERVICE LTD.

DIVISION OF COUNTRY INVESTMENTS LTD.
ASSOCIATED WITH WEST RIDING CATERERS LTD.
INDUSTRIAL CATERERS & CONSULTANTS.

HEAD OFFICE:
CUPOLA HOUSE, DOVER ROAD,
FOLKESTONE.

Telephone:
FOLKESTONE 53798

REF.

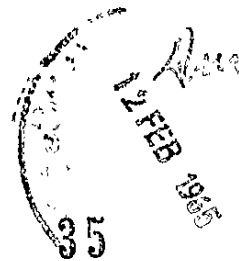
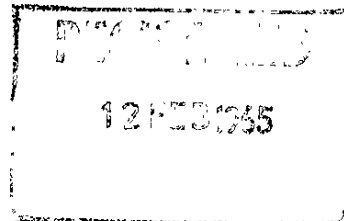
SPECIAL RESOLUTION

At An Extraordinary General Meeting of the Company held at Cupola House, Dover Road, Folkestone, Kent on Thursday 4th February, at 3. p.m. it was resolved that Clause Number 23 of the Company's Articles of Association be and is hereby cancelled.

E. B. Hutchinson

E. B. Hutchinson.

Chairman



No. 410259

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

LANCASHIRE CATERING SERVICE LIMITED

The following Resolution was adopted by virtue of being signed by all the Shareholders of the Company, on 23rd May 1980.

SPECIAL RESOLUTION

That the name of the Company be changed to "Thwaites and Matthews (1980) Limited".

We consent to the above Resolution being passed.



May 29
140
016866

For and on behalf
of ARA FOOD SERVICES
LIMITED.

For and on behalf of
ARA FOOD SERVICES
LIMITED and ANTHONY
T. KRAFT.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 410259

65

I hereby certify that

LANCASHIRE CATERING SERVICE LIMITED

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

THWAITES AND MATTHEWS (1980) LIMITED

Given under my hand at Cardiff the

16TH JUNE 1980

A handwritten signature in cursive script, appearing to read 'F A Wilson'.

F A WILSON

Assistant Registrar of Companies

No. 410259

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THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

THWAITES AND MATTHEWS (1980) LIMITED

Q At an Extraordinary General Meeting of the above Company held at Rex house, Hampton Road West, Feltham, Middlesex on 12 January 1980 the following Resolution was passed as a Special Resolution:-

RESOLUTION

THAT the Regulations in the document marked "A" produced to the Meeting and for the purposes of identification signed by the Director be and are hereby approved and adopted in substitution for and to the exclusion of all the existing Articles of Association of the Company

.....
Chairman

MACFARLANES,
BOWGATE HILL HOUSE,
LONDON EC4R 2SY
SOLICITORS



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

John Parsons

-of-

THWAITES AND MATTHEWS (1980) LIMITED

(Adopted by Special Resolution
passed on the 12 JANUARY 1981)

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall constitute the Articles of Association of the Company.

2. Regulations 24, 75, 77, 84 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

3. The Company is a private company and accordingly:-

(a) The Directors may, without assigning any reason, decline to register any transfer of shares.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article, be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

D

1981

4. The share capital of the Company at the date of the adoption of these Articles is £100 divided into 2,000 Ordinary Shares of £0.05 each.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A.

6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as a Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

8. A Director shall not require a share qualification in the Company but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.

9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate 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 notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a

resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by notice in writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

11. The proviso to Regulation 79 of Table A shall not apply to the Company.

12. The Directors may exercise all the powers of the Company to apply to the Court for the winding-up of the Company.

13. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

(B) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other 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 them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(C) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf

of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

14. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with

any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

Q

Chas. J. Kemp

410259/81

LANCASHIRE CATERING SERVICES (SOUTHERN) LIMITED
ARA MARKETING SERVICES LIMITED
THWAITES AND MATTHEWS (1980) LIMITED
ARA COFFEE SYSTEM LIMITED
ARA FOOD SERVICES LIMITED
ARATEX LIMITED
ARASERVE LIMITED
PRINCIPALITY INDUSTRIAL SERVICES LIMITED
ARA ENVIRONMENTAL SERVICES LIMITED
ARA HOSPITAL FOOD MANAGEMENT LIMITED
FOOD MANAGEMENT LIMITED
ARA OFFSHORE SERVICES LIMITED
AIR LA CARTE LIMITED
SEA HOTELS LIMITED
GLEN AUTOMATICS (REFRESHMENT SERVICES) LIMITED
ARA SERVICES TRUSTEES LIMITED

Minutes of an extraordinary general meeting held at Glenthorne House on Friday 27th July, 1984.


Present: Mr. A. T. Kraft
Mr. R. French

In Attendance: Mr. D. A. Green

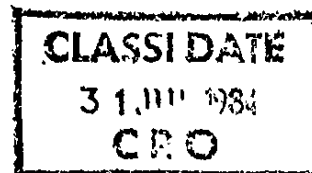
RESOLUTION

The following resolution was passed as a special resolution:

That in accordance with the provisions of section 12 of the Companies Act 1981 no auditors be appointed by the Company in that it is a dormant company and meets the other requirements of the aforesaid section in this respect.



CHAIRMAN



No. 410259

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THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THWAITES AND MATTHEWS (1980) LIMITED

PASSED THE 22ND DAY OF MARCH 1985


AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT GLENTHORNE HOUSE, HAMMERSMITH ON THE 22ND DAY OF MARCH 1985, THE FOLLOWING RESOLUTION WAS DULY PASSED.

THAT IN ACCORDANCE WITH THE PROVISIONS OF SECTION 12 OF THE COMPANIES ACT 1981 NO AUDITORS BE APPOINTED BY THE COMPANY IN THAT IT IS A DORMANT COMPANY AND MEETS THE OTHER REQUIREMENTS OF THE AFORESAID SECTION IN THIS RESPECT.

SIGNED


DIRECTOR

SIGNED


COMPANY SECRETARY

DATE:

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