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is filed in accordance with
Section 18 of the Companies Act, 1985

MEMORANDUM OF ASSOCIATION

Director/Secretary

526183

OF

WEST KENT COLD STORAGE COMPANY LIMITED

(As amended by Special Resolutions passed 1st December 1989 and 8th November 1996)

1. The Company's name is WEST KENT COLD STORAGE COMPANY 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 proprietors of cold and dry storage accommodation for all purposes, as cold and dry storage and refrigerator engineers and ice manufacturers and merchants.
 - (i) To execute a Guarantee in favour of The Investment Bank of Ireland Limited (the "Bank") in such form as the Bank may from time to time require in respect of all sums which are or shall at any time be owing on any account whatsoever from or by Ewart Plc to the Bank.
 - (B) To carry on business as packers, carriers, hauliers, cartage contractors and agents, garage, motor car, lorry, coach and omnibus proprietors, railway, shipping, chartering, forwarding and transport agents, insurance agents, wharf, dock and warehouse proprietors, warehousemen, store-keepers, stevedores, shipowners, lightermen, ship, barge, boat and tug proprietors, safe depository proprietors and coal, coke and fuel merchants.
 - (C) To carry on business as exporters and importers of, and dealers in, fruit, vegetables, groceries, corn, grain, seeds, meat, cattle, game, fish, poultry and foodstuffs of all kinds, and feeding stuffs, provisions, merchandise, materials and goods of every description whether manufactured or not.
 - (D) To carry on business as manufacturers of, and dealers in, bricks, slates, tiles, pottery, earthenware, glass, china, terra cotta, stone, concrete, cement, and builders' requisites of every description.
 - (E) To carry on business as building and public works contractors, stone, slate, sand, gravel and quarry proprietors, brick and tile machine makers, metal and alloy makers and workers, mechanical and electrical engineers, joiners and woodworkers, wood and timber merchants and contractors of any kind.



(F) To carry on business as collectors and disposers of rubbish and refuse of every kind.

(G) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business 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, to contribute to or subsidise the erection, construction and maintenance of any of the above, and to excavate, level, fill in, alter and reform land.

(J) To borrow or raise or secure the payment of money for the purposes or of 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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.

(i) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking property assets rights and revenues present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or

securities) by any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary or subsidiary undertaking (as defined by sections 21 and 144 of and Sch 9 to the Companies Act 1989) of the Company or of the Company's holding company.

(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.

(i) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking property assets rights and revenues present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined in Section 736 of the Companies Act 1985) of the Company or of the Company's holding company.

(O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees and ex-employees of the Company and its predecessors in business and the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and 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 officers or 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 its business 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, mortgage debentures, 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, joint-purse arrangements, arrangements 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, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(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 or 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 £300 divided into 300 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.

*The share capital was increased to £20,000 divided into 20,000 ordinary shares of £1 each by virtue of an ordinary resolution passed on 16th December 1955.

*The share capital was further increased to £40,000 divided into 40,000 ordinary shares of £1 each by virtue of an ordinary resolution passed on 22nd September 1959.

*The share capital was further increased to £412,000 divided into 412,000 ordinary shares of £1 each by virtue of an ordinary resolution passed on 6th June 1962.

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
WILLIAM DAVISON "The Poplars" Church Road Sundridge, Kent Motor Engineer	One
DUDLEY ARTHUR COLLIER "The Old Stone House" Westerham Kent Company Director & Sales Director	One
MARJORIE ROSALIND DAVISON "The Poplars" Church Road Sundridge, Kent Housewife & Secretary	One

Dated this 19th day of November, 1953

Witness to the above Signatures:-

G.V. Bull
25 Old Buildings
Lincoln's Inn, London WC2

Solicitor

ARTICLES OF ASSOCIATION

OF

WEST KENT COLD STORAGE COMPANY LIMITED

(Adopted by Special Resolution passed 5th February 1987 and amended by Special Resolution passed 8th November 1996)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 24, 40, 62, 64, 73 to 80 (inclusive) 85 to 87 (inclusive) 94, and 115 of Table A shall not apply to the Company.
3. In regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of the aforesaid regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of such regulation.
4. In these Articles the expression "Controlling Company" means the registered holder for the time being of more than one half in nominal value of the issued Ordinary share capital of the Company for the time being.
5. Any reference in Table A and in these Articles to the United Kingdom shall be deemed to include a reference to any country in which the Directors or any of them are resident.

SHARE CAPITAL

6. The Authorised Share Capital of the Company as at the date of adoption of these Articles is £412,000 divided into 412,000 Ordinary Shares of £1 each.
7. No share or beneficial interest therein shall be issued or transferred to or held by any person other than the Controlling Company or some other person or company expressly nominated for the purpose by the Controlling Company in writing.

8. A holder of shares may from time to time serve on the Company a notice in writing signed by him to the effect that all or any of the shares of that class held by him shall not rank for dividend, or shall rank for a part only of such dividend, for such period not exceeding twelve months as shall be specified in the notice. The holder for the time being of the shares to which such notice relates, or any of them, may in like manner revoke such notice as regards all or any part of his holding. The dividends thereby waived shall not upon the expiration or revocation of such notice become payable or be deemed to be in arrears for the purposes of any dividend or return of capital.

9. Whenever as a result of a consolidation, of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including the Company) and distribute the proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in the proceedings in reference to the sale.

LIEN

10. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER AND TRANSMISSION

11. If any member being a Director or employee of the Company shall cease from any cause to be a Director, or employee, any shares in the Company of any class held by him at the date he ceases to be a Director or employee shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint any person to execute an instrument of transfer of the shares on behalf of and as attorney for any such member.

12. The Directors may decline to register the transfer of any share and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

13. 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. One member holding more than one half in nominal value of the issued Ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.

14. A member in respect of whom an order has been made by any competent court by reason of mental disorder may vote, whether on a show of hands or on a poll, by his receiver or other person authorised in that behalf by that court who may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

(1) A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other entity in which the Company may have an interest. Notwithstanding such interest a Director may vote on any such contract or arrangement or on any matter in which he is interested and be included for the purpose of quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A, Part 1 shall be modified accordingly.

15. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may be deposited at the following times:-

(a) Before the time for holding the meeting, or any adjournment thereof;

(b) If a poll is demanded, at any time before such poll is taken, and at the following places:-

(a) the Registered Office of the Company or such other place within the United Kingdom as is specified in the Notice convening the Meeting or in any instrument or proxy sent out by the Company in relation to the Meeting; or

(b) at the Meeting itself, or any adjournment thereof; or

(c) if any poll is to be taken at a time or place different from the meeting at which the poll was demanded, at that place

Any instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

DIRECTORS

16. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company.

17. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors of the Company, namely:-

(1) Any person who is a director or the Secretary of the Controlling Company for so long only as such person is a director or the Secretary of the Controlling Company; and

(2) Any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved.

The certificate of a Director or the Secretary of the Controlling Company as to whether or not any person is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph (2) of this Article.

18. A Director shall not be required to hold any share qualification.

19. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 22 to be a Director and to remove any Director from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

20. In addition and without prejudice to regulation 82 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

POWERS AND DUTIES OF DIRECTORS

21. 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, subject to Section 80 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party.

22. Subject to Sections 320 and 322 of the Companies Act 1985:-

(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.

23. 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. The Directors 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.

DISQUALIFICATION OF DIRECTORS

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 303 of the Act.
- (5) If he is prohibited from being a Director by any order made under Sections 295-299 and Schedule 12 of the Act.
- (6) If he is removed from office under Article 19.
- (7) If he ceases to be eligible under Article 17.

25. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute being present in person at such meeting.

CAPITALISATION OF PROFITS

26. In Regulation 110 (c) of Table A the words "(including the ignoring of fractions)" shall be inserted after the word "otherwise".

WINDING UP

27. In regulation 117 of Table A, the words "with the like sanction," shall be inserted immediately before the words "determine how such division".

NOTICES

28. (A) Any notices sent by first class post shall be deemed to have been served the day after the same shall have been posted and if sent by second class post on the second day thereafter unless in either case that day is a Sunday or public holiday in which case the notice shall be deemed to be served on the first day thereafter not being a Sunday or public holiday.

(B) In proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, stamped and posted.