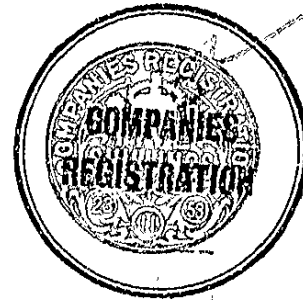


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526183 / 1

Form No. 41.

THE COMPANIES ACT 1948.



A 6s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED

26 NOV 1953

Insert the
Name of the
Company.

WEST KENT COLD STORAGE

COMPANY
LIMITED.

ed by Wright and Bull,
25 Old Buildings,

Lincoln's Inn,

London. W.C. 2.

The Solicitors' Law Stationery Society, Limited
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 3;
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, GEORGEY VERNON BULL

of 25 Old Buildings, Lincoln's Inn, London. W.C. 2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "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) a Solicitor, of the
Supreme Court engaged in the formation of

West Kent Cold

of Storage

Company Limited,

And that all the requirements of the Companies Act, 1948, 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 Lincoln's Inn in
the County of London
the 19th day of November
one thousand nine hundred and fifty
three.

G. V. Bull.

Before me,

Peter C. Layton.

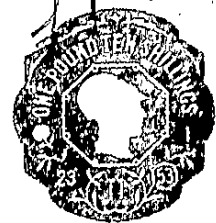
Number of } 526183 / 2
Company }

Form No. 25.

THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

WEST KENT COLD STORAGE

COMPANY

LIMITED.

REGISTERED

26 NOV 1953

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 Wright and Bull,

25 Old Buildings,

Lincoln's Inn, London. W.C. 2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

32 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; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

THE WEST KENT COLD STORAGE

COMPANY

Limited,

is £ 300, divided into:

300 Ordinary Shares of £1 each

Shares of each

*Signature

M. Dawson

Description

Director

Dated the

19th

day of November

1953

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

*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

526183 / 3



The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF



WEST KENT COLD STORAGE COMPANY LIMITED

REGISTERED
26 NOV 1953

1. The name of the Company 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.
 - (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 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 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.
- (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 officers, ex-officers, employees and ex-employees of the Company and its predecessors in business and the dependents 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 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 £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.

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>William Dawson</i> <i>Paptons</i> <i>Church Rd</i> <i>Sandridge</i> <i>Motor Engineer</i> <i>Kent</i>	1 one
<i>Dudley Arthur Collier</i> <i>The Old Stone House. Westerham.</i> <i>Kent.</i>	One.
<i>Pamela Josephine & Susan Smith</i> <i>Marjorie Rosalind Dawson.</i> <i>The Raptans.</i> <i>Church Rd.</i> <i>Sandridge. Kent.</i> <i>Housewife & Secretary</i>	One.

DATED this 19th day of November 1953.

WITNESS to the above Signatures :-

G. V. Bull,
25 Old Buildings,
Lincoln's Inn, London, W. C. 2.
Solicitor



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526183/4



The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

WEST KENT COLD STORAGE COMPANY LIMITED

REGISTERED

26 NOV 1953

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 "Table A, Part II") shall apply to the Company.

2. Regulations 3, 24, 60, 75, 79, 88 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time created shall be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of notification from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may dispose in like manner of any original or newly created shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of an Ordinary Resolution be issued upon the terms that they are, or at the option of the Company are liable to be, redeemed.

LIEN

6. 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.

TRANSFER OF SHARES

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to any lineal descendant of his or hers or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any lineal descendant of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) Notwithstanding regulation 3 of Table A, Part I, a share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting

the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and shall give notice accordingly, or if within such period through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months thereafter, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

9. The words "the appointment of, and" shall be omitted in regulation 52 of Table A, Part I. The word "two" shall be substituted for the word "three" in regulation 53 of Table A, Part I.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS

11. 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 first Directors of the Company shall be WILLIAM DAVISON and LIEUT. COLONEL DUDLEY ARTHUR COLLIER.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

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.

POWERS AND DUTIES OF DIRECTORS

14. Paragraph (4) of regulation 84 of Table A, Part I, shall be omitted.

DISQUALIFICATION OF DIRECTORS

15. 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 section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an Order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

ROTATION OF DIRECTORS

17. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

18. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

19. In regulation 98 of Table A, Part I, the words "in case of an equality of votes the Chairman shall have a second or casting vote" shall be omitted therefrom.

CAPITALISATION OF PROFITS

20. All the words in regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor: "or of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members".

NOTICES

21. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

22. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division", and the word "members" shall be substituted for the word "contributories".

INDEMNITY

23. Subject to Section 205 of the Act, 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 which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Davison

Poplars
Church Rd
Sandridge
Kent

Motor Engineer

Jackey Arthur Collier

The Old Stone House. Wrotham. Kent.

Company Driver & Sales Driver.

Marjorie Rosalind Davison

The Poplars.
Church Rd.

Sandridge. Kent.

Housewife & Secretary.

DATED this 19th day of November 1953.

WITNESS to the above Signatures :-

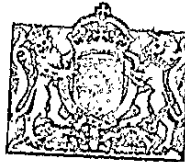
G.V. Bull,

25 Old Buildings, Lincoln's Inn, London, W.C.2.

Solicitor

DUPLICATE FOR THE FILE

No. 526183



Certificate of Incorporation

I Hereby Certify, That

WEST KENT COLD STORAGE COMPANY LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-sixth day of November One Thousand Nine Hundred and Fifty three

L. R. Long for
Registrar of Companies

Certificate received by } *H. S. Davis for Wright + Bull*

Date 30/11/1953

THE COMPANIES ACT, 1948



WEST KENT COLD STORAGE CO., LTD.

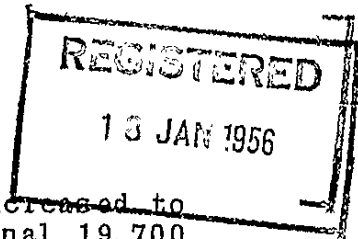
ORDINARY RESOLUTION

Passed 16th December 1955

At an Extraordinary General Meeting of the Members of the above-named Company, held at Rye Lane, Dunton Green, Nr. Sevenoaks, Kent, on Friday, the 16th day of December 1955, at 10 a.m., the following Resolution was submitted as an Ordinary Resolution and carried unanimously:-

ORDINARY RESOLUTION

- (a) That the Capital of the Company be increased to £20,000 by the creation of an additional 19,700 shares of £1 each ranking for dividend and in all respects pari passu with the existing shares of the Company.
- (b) That the Directors shall be and they are hereby authorised to issue such additional shares at par or as they think fit without being bound to offer them or any of them to existing Members of the Company.



W Davison

WILLIAM DAVISON,

Chairman.

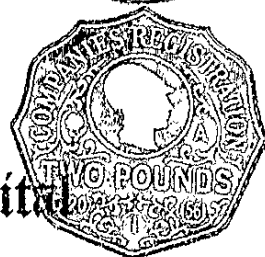
PRESENTED BY: CHARR, BATTANS & CO.,
32, VICTORIA STREET,
WESTMINSTER, S.W.1.

M H

Number of
pany 526183. / 13

Form No. 10.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Part of the
Name
of the
Company

West Kent Cold Storage Company

LIMITED

REGISTERED

18 JAN 1956

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Clark, Battams & Co.,

32, Victoria Street,

Westminster, S.W.1.

The Solicitors' Law Stationery Society, Limited,
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

TO THE REGISTRAR OF COMPANIES.

West Kent Cold Storage Company,

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an ^{“Ordinary,”} ^{“Extra-ordinary,”} ^{or} ^{“Special.”} Ordinary

Resolution of the Company dated the 16th day of December, 1955, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £19,700.

beyond the Registered Capital of £300.

The additional Capital is divided as follows:—

Number of Shares
19,700

Class of Share
Ordinary

Nominal amount
of each Share
£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

The additional 19,700 new Ordinary shares of £1 each rank for dividend and in all respects pari passu with the existing Ordinary shares of the Company.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

H. Davis

State whether Director
or Secretary

Director

Dated the

29th

day of

December

1955

Note.—This margin is reserved for binding and must not be written across

Number of
Company

526183.

14

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

West Kent Cold Storage Company

LIMITED

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

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

REGISTERED

18 JAN 1956

his Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Clark, Battams & Co.,

32, Victoria Street,

Westminster, S.W.1.

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; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

West Kent Cold Storage Company, Limited

has by a Resolution of the Company dated

16th December, 1955 been increased by

the addition thereto of the sum of £19,700.,

divided into :—

19,700 Shares of £1. each

Shares of _____ each

beyond the registered Capital of £300 divided

into 300 shares of £1 each.

Signature *D. Harrison*

(State whether Director or Secretary) *Director*

Dated the *29th* day of *December* 195*5*

Note.—This margin is reserved for binding and must not be written across

526/83

29

THE COMPANIES ACT, 1948

M



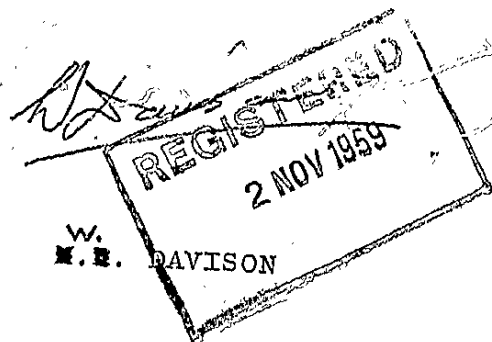
WEST KENT COLD STORAGE CO. LTD.

ORDINARY RESOLUTION

PASSED 22nd SEPTEMBER, 1959

At an Extraordinary General Meeting of the Company held at Rye Lane, Dunton Green, Near Seven Oaks, Kent on Tuesday the 22nd day of September, 1959, the following Resolution was submitted to the Meeting as an ORDINARY RESOLUTION and was duly passed:

"That the Authorised Share Capital of the Company be increased to £40,000 by the creation of 20,000 Ordinary Shares of £1 each and that the said Shares shall rank pari passu in all respects with the existing Ordinary Shares of the Company".



CHAIRMAN

W 4

Lithographed by Expedite Duplicating Co. Ltd.

51, Tothill Street, S.W.1

A. D.

Number of
Company

526183/30

Form No. 10.

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

West Kent Cold Storage Company,

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (see s. 63 (3) of the Act).

Presented by

Clark, Battams & Co.,

32, Victoria Street,

Westminster, S.W.1.

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; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

West Kent Gold Storage Company, Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an^{*} Ordinary
Resolution of the Company dated the 22nd day of September 1959.

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 20,000. beyond the Registered Capital
of £ 20,000.

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
20,000	Ordinary	£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows :—
The above Shares rank pari passu in all respects with the existing
Ordinary Shares.

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

Mr. Davis

State whether Director
or Secretary }

Director

Dated the..

22nd

day of

September

1959

Note.—This margin is reserved for binding and must not be written across

4/1 day
Number of Company 526183/31

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Ind. 11/3
CC 21/1/4

Statement of Increase of the Nominal Capital

OF

West Kent Cold Storage Company,

LIMITED

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



NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which, must, be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Represented by

Clark, Battams & Co.,

32, Victoria Street,

Westminster, S.W.1.

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; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

West Kent Cold Storage Company, Limited

has by a Resolution of the Company dated
22nd September 1959 been increased by
the addition thereto of the sum of £ 20,000,
divided into :—

20,000 Shares of £1. each

Shares of each

beyond the registered Capital of £20,000.

divided into 20,000 Ordinary Shares of £1 each.

Signature Mrs Davis

(State whether Director or Secretary) Director

Dated the 22nd day of September 195 59

Note.—This margin is reserved for binding and must not be written across

37
THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

WEST KENT COLD STORAGE COMPANY LIMITED

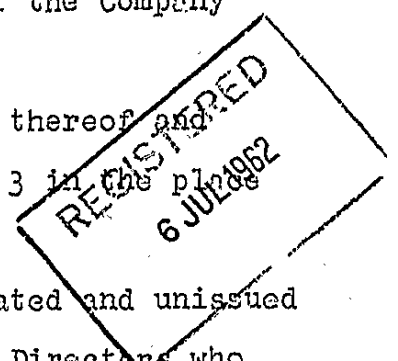
Passed 6th June, 1962

At an Extraordinary General Meeting of the above-named Company duly convened and held at Arctic House, Rye Lane, Danton Green, Kent, on the 6th day of June 1962 the following Resolution was duly passed as a Special Resolution:-

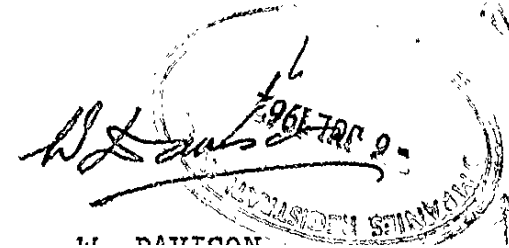
R E S O L U T I O N

THAT the Articles of Association of the Company be altered

- (a) By deleting Articles 3, 4, 7(c) and 19 thereof and substituting the following new Article 3 in the place of Articles 3 and 4:
3. All shares for the time being created and unissued shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons (including any Directors) on such terms and conditions and at such time or times as the Directors may think fit and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.
- (b) By deleting from Article 11 the word "five" and substituting therefor the word "seven"
- (c) By renumbering all the Articles consecutively from 1 to 21 inclusive.



184



2

WEST KENT COLD STORAGE COMPANY LIMITED

CERTIFICATE IN CASE OF EXEMPT PRIVATE COMPANY

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in Sub-section (2) of Section One hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date hereof and have been satisfied at all times since the Twenty-sixth November 1953.

DATED this 6th day of June 1962.

[Signature]
.....
Director

[Signature]
.....
Secretary.

No. 526183.

142
17 VII 62
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

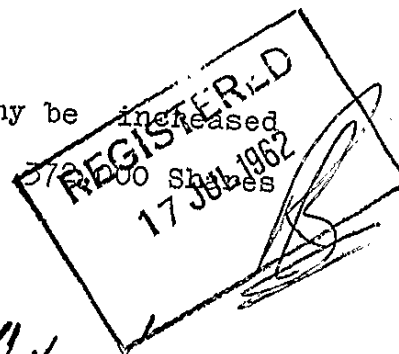
Ordinary Resolution
OF
West Kent Cold Storage Company
Limited.

Passed 6th June, 1962

AT an EXTRAORDINARY GENERAL MEETING of the
above-named Company duly convened and held at
Arctic House, Rye Lane, Dunton Green, Kent, on the
6th day of June, 1962, the following Resolution
was duly passed as an Ordinary Resolution:

RESOLUTION

THAT the Capital of the Company be increased
to £412,000 by the creation of 372,000 Shares
of £1 each.

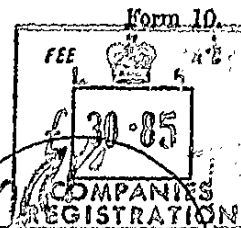


W. DAVISON.
Chairman.

17 JUL 1962

No of Company 526183 / 43.

THE COMPANIES ACT, 1948.



COMPANIES REGISTRATION

30/17

Notice of Increase in Nominal Capital.
Pursuant to Section 63.

Name of Company { WEST KENT COLD STORAGE COMPANY

Limited.

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to the Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act. 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS

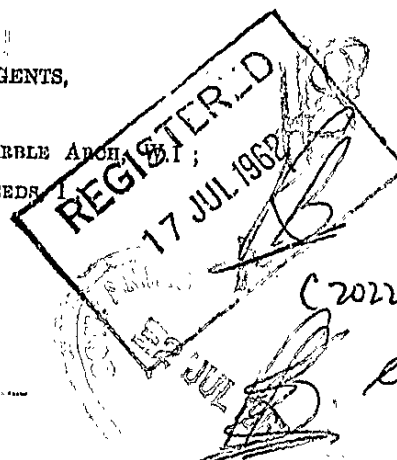
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Stephenson Harwood & Tatham

Saddlers' Hall,

Gutter Lane, London, E.C.2.



TO THE REGISTRAR OF COMPANIES.

WEST KENT COLD STORAGE COMPANY

_____ Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) an Ordinary

Resolution of the Company dated the Sixth day of

June _____, 1962, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 372,000

beyond the Registered Capital of £40,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

372,000

Shares

£1

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

Ranking pari passu in all respects with the existing shares
in the capital of the Company.

Signature

(State whether Director or ~~Secretary~~.)

Dated the Sixth day of June 1962

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

26 Aug
No. of Certificate 526183 / 44

WEST KENT COLD STORAGE COMPANY

Statement of Increase of Nominal Capital pursuant to s. 142 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1953.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

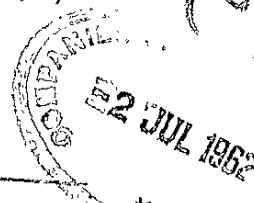
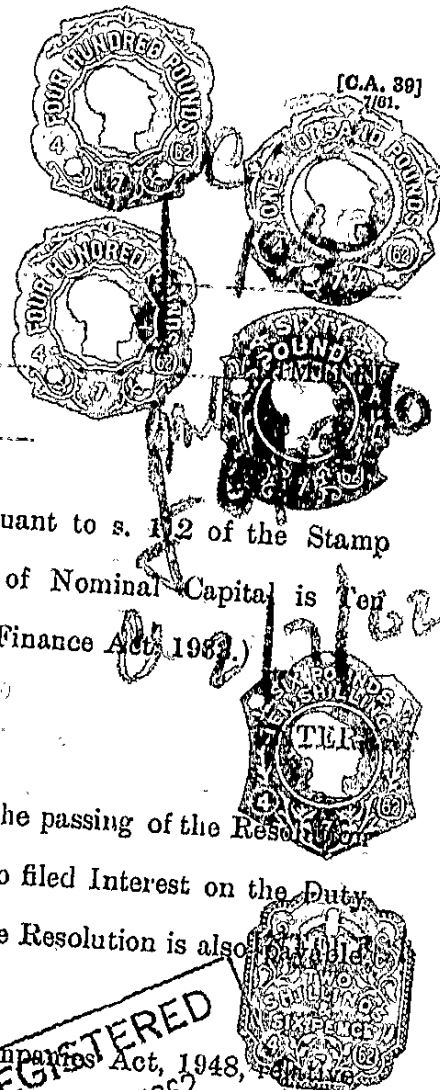
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Stephenson Harwood & Tatham
Sadlers' Hall, Gutter Lane,
London, E.C.2.

[26A.]



2023

The NOMINAL CAPITAL of WEST KENT COLD

STORAGE COMPANY

Limited

has by a Resolution of the Company dated 6th June, 1962

been increased by the addition thereto of the sum of £ 372,000, divided into

40
412 000

372,000 shares of £ 1 each beyond the Registered Capital of

£40,000

Signature

[Signature]

[Signature]

State whether Director or Secretary

[Signature]

Date Sixth day of June 1962.

NOTE—This margin is reserved for Binding, and must not be written across.

A notice of
company

526183/47



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))

ert the
me of
company

West Kent Cold Storage Co. LIMITED

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

* * * * *

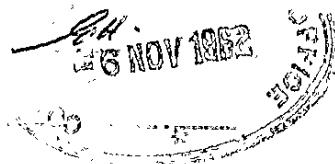
(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

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 *Clark Bateman & Co.,*

*Rowland House,
6 Eldon Street,
London, E.C.2.*



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; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

Companies 4D

1952.12-12-52

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

To the REGISTRAR OF COMPANIES.

West Kent Cold Storage Co 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 Rowland House, 6 Eldon Street,
London, EC2

Signature

(State whether
Director or Secretary)

Director

Dated the 5th day of November

1962

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

157
of Company.....526183

Form 103.
THE FILING FEE IS 5s.

THE COMPANIES ACT, 1948.

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

(Pursuant to Section 110 (3).)

of Company.....WEST KENT COLD STORAGE COMPANY.....Limited.

To the REGISTRAR OF COMPANIES.

Kent Cold Storage Company.....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.....Cotts House, Camomile Street,

London, E.C.3.

Signature.....

(State whether Director or Secretary)

Filed the.....21st.....day of.....August.....19..67.

REGISTERED AND SOLD BY
Waterlow & Sons Limited, 85 & 87, London Wall, London, E.C.2; 107, Park Lane, Marble Arch, W.1;
77, Colmore Row, Birmingham, 3; 109, The Quadrant, Leeds, 1.

REGISTERED
24 AUG 1967



Printed by Mr. W.E.F. McIlroy,
Cotts House, Camomile Street, E.C.3.

283

No. 526183

87

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

WEST KENT COLD STORAGE COMPANY LIMITED

Passed 3rd March 1977

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held on the 3rd day of March 1977, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

"THAT the Articles of Association of the Company be altered by the adoption of the following amendment, viz:

Article 11. By the deletion of the word "seven" and the substitution therefor of the word "twelve".



C.H. Webb
C.H. Webb
Secretary



No. of Company.....526183

89

Form 103.
THE FILING FEE IS 5s.

THE COMPANIES ACT, 1948.

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

(Pursuant to Section 110 (3).)

Name of Company.....WEST KENT COLD STORAGE COMPANY.....Limited.

To the REGISTRAR OF COMPANIES.

West Kent Cold Storage Company.....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.....Cotts House, Camomile Street, London EC3A 7BJ

Signature.....

Adrian

(State whether Director or Secretary) Secretary

Dated the.....3rd.....day of.....October.....19. 79

PUBLISHED AND SOLD BY

Waterlow & Sons Limited, 85 & 86, London Wall, London, E.C.3; 107, Park Lane, Marble Arch, W.1;
77, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds, 1.

Presented by

The Secretary, West Kent Cold Storage Co. Ltd.,

Cotts House, Camomile Street,

C.A. 15.

London EC3A 7BJ



No. 526183

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

WEST KENT COLD STORAGE COMPANY LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Barrington House 59-67 Gresham Street London EC2V 7JA on 5th February, 1987, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the Regulations contained in the printed document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company

.....
Chairman

MACFARLANES
10. NORWICH ST.
LONDON EC4A 1RF



These are the regulations referred to in the Special Resolution passed at an extraordinary general meeting held on February 1987

..... *A. G. G. G.*

Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 5th February 1987)

of

WEST KENT COLD STORAGE COMPANY LIMITED

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.



MACFARLANES
10, NORWICH ST.
LONDON EC4A 1BF

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.

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 to 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.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special
Resolution passed on
February 1987)

of

WEST KENT COLD STORAGE
COMPANY LIMITED

Macfarlanes
10 Norwich Street
London EC4A 1BD

00004979

G

COMPANIES FORM No.155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

☐ ☐ ☐ ☐

526183

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

† insert name(s) and
address(es) of all
the directors

Name of company

* WEST KENT COLD STORAGE COMPANY LIMITED

~~We~~ IAN LISTER OF WILD WOOD BITCHET GREEN SEVENOAKS KENT
AND SAMUEL ROSS REED OF RYDAL MOUNT 53 KNOCK ROAD BELFAST

† delete as
appropriate

~~We~~ the undersigned all the directors ~~of~~ of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

~~(a) that the company is a bank or licensed institution within the meaning of the Banking Act 1979~~
~~(b) that the company is a person licensed under section 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

The assistance is for the purpose of ~~that acquisition~~ reducing or discharging a liability incurred for the
purpose of that acquisition

The number and class of the shares acquired or to be acquired is: 309,000 ORDINARY
SHARES OF £1 EACH.

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

Linklaters & Paines(JFL)
Barrington House,
59/67 Gresham Street,
London, EC2V 7JA

For official Use
General Section

Post room



The assistance is to be given to: (note 2) ASHLEY MILNER LIMITED (Co.No. 2072924)
WHOSE REGISTERED OFFICE IS AT 10 NORWICH STREET LONDON EC4A 1BD

Please do not
write in
this margin

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

The assistance will take the form of:

A fixed charge over all the Company's freehold
land.

AND

A floating charge over the undertaking of the
company and all its assets.

The person who ~~has acquired~~ will acquire the shares is:

† delete as
appropriate

ASHLEY MILNER LIMITED aforesaid

The principal terms on which the assistance will be given are:

The assistance will be given by way of the
above and charges to secure the sum of
£3,651,331 to be advanced to the company by
Northern Bank Limited in order to enable
the company to discharge certain indebtedness
in connection with the contract for the
sale of its shares to the said Ashley Milner
Limited.

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which assistance is to be given is 2nd February 19 87

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

- delete either (a) or (b) as appropriate

XWe have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a) ~~[[We have formed the opinion that the company will be able to pay it's debts as they fall due during the year immediately following that date]]~~(note 3)

(b)(1)(i) On the date of commencement of the winding up of the company within 12 months of that date and if we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up; (f) (a) & (b)

And I/we 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 Barnington House
59167 Grosvenor Street
London EC2V 7TP
the 5th day of February
one thousand nine hundred and eighty-seven
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

Samuel H. Leeds

Sister

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick Mitchell & Co.
Chartered Accountants
Arctic House
College Square East
Bella CUB1 6JH
Telephone Bella 1244477
Telex 990000
Tele 247800

Our Ref

Your Ref

Am
5
February, 1987

The Directors,
West Kent Cold Storage Co. Limited,
Arctic House,
Rye Lane,
Dunton Green,
Sevenoaks,
Kent,
TN14 5HB.

Dear Sirs,

We have enquired into the state of affairs of West Kent Cold Storage Co. Limited as at 31 December, 1986 in connection with the proposal that West Kent Cold Storage Co. Limited shall give Ashley Milner Limited financial assistance for the purchase of 309,000 ordinary shares in West Kent Cold Storage Co. Limited.

We are not aware of anything to indicate that the opinions expressed by the directors in part 2 of the attached Statutory Declaration dated *5* February, 1987 as to the solvency of the company are unreasonable in all the circumstances.

Yours faithfully,

Peat Marwick Mitchell & Co.

PEAT MARWICK MITCHELL & CO.





COMPANIES FORM No. 225(1)

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

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

526183

Name of company

* WEST KENT COLD STORAGE COMPANY LIMITED

* insert full name
of company

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

3	0	0	4
---	---	---	---

Note
Please read notes
1 to 4 overleaf
before completing
this form

SHORTENED

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

3	0	0	4	1	9	8	9
---	---	---	---	---	---	---	---

† delete as
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and
reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should
be completed:

The company is a [subsidiary][holding company]† of EWART PLC

_____, company number NI 7096
the accounting reference date of which is 30th April

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 section 225(6) of the Companies Act
1985, the following statement should be completed:

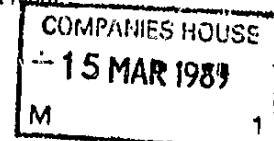
An administration order was made in relation to the company on _____
and it is still in force.

Signed M J Edwards Designation COMPANY SECRETARY Date 13/3/89

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

For official Use
General Section

Post room



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

COMPANY NUMBER 526183

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

WEST KENT COLD STORAGE COMPANY LIMITED

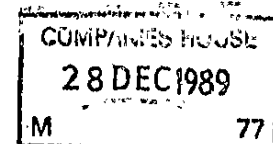
Passed the 1st day of December 1989

AT AN EXTRAORDINARY GENERAL MEETING of West Kent Cold Storage Company Limited, duly convened and held at 17 Bedford Street, Belfast on the 1st day of December 1989 the following SPECIAL RESOLUTIONS were duly passed :-

SPECIAL RESOLUTIONS

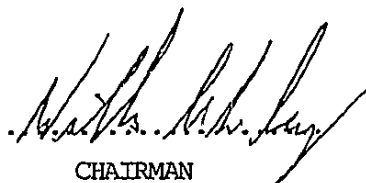
1. That the provisions of Clause 3 of the Memorandum of Association of the Company be altered by inserting the following additional paragraph immediately after paragraph N as paragraph N(i) namely:

"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 (both as defined in Section 736 of the Companies Act 1985) of the Company or of the Company's holding company."



2. Notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company and notwithstanding any personal interest the Board of Directors of the Company be and it is hereby specifically empowered, authorised and directed to create and issue 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 and to create and issue a Legal Charge over the Company's premises at Rye Lane Dunton Green, Sevenoaks, Kent in favour of the Bank in the form produced to this meeting as a continuing security for all moneys obligations and liabilities at any time due owing or incurred by the Company to the Bank, that the creation of such Guarantee is hereby constituted one of the main objects of the Company and that the Memorandum and Articles of Association of the Company are hereby amended to give full effect hereto.
3. That the provisions of Clause 3 of the Memorandum of Association of the Company be altered by inserting the following additional paragraph immediately after paragraph A as paragraph A(i) namely:

"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."


CHAIRMAN

No. of Company 526183

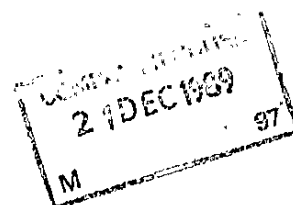
The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

WEST KENT COLD STORAGE COMPANY LIMITED

(Incorporated the 26th day of November 1989)



Hart & Co. Limited
Company Formation and Information Services
Printers and Publishers
47, Brunswick Place, London N1 6EE
Telephone 01-250-1841 Telex 24653

THE COMPANIES ACTS 1948 to 1985

CERTIFICATION

COMPANY LIMITED BY SHARES

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.

MEMORANDUM OF ASSOCIATION OF

WEST KENT COLD STORAGE COMPANY LIMITED

(As altered by Special Resolution passed on the 1st December 1989)

1. The name of the Company 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 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 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.

(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 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 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 £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.

* Note:-

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

(2) 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.

(3) 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.

One

Motor Engineer

DUDLEY ARTHUR COLLIER
"The Old Stone House".
Westerham,
Kent.

One

Company Director &
Sales Director

MARJORIE ROSALIND DAVISON
"The Poplars",
Church Road,
Sundridge,
Kent.

One

Housewife & Secretary

Dated this 19th day of November, 1953.

Witness to the above Signatures:-

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

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

CERTIFICATION
WE HEREBY CERTIFY that this print
incorporates all alterations made to
this company's Articles of Association
by filed resolutions and is lodged in
compliance with the requirements of
section 18 of the Companies Act 1985

NEW ARTICLES OF ASSOCIATION OF

WEST KENT COLD STORAGE COMPANY LIMITED

(Adopted by Special Resolution passed on 5th February 1987)

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.



H57081/EW/JMG

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 at the right to vote is to be exercised and in default the right to vote shall not be exercisable.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM DAVISON
"The Poplars",
Church Road,
Sundridge, Kent.

Motor Engineer

DUDLEY ARTHUR COLLIER
"The Old Stone House".
Westerham,
Kent.

Company Director &
Sales Director

MARJORIE ROSALIND DAVISON
"The Poplars",
Church Road,
Sundridge,
Kent.

Housewife & Secretary

Dated this 19th day of November, 1953.

Witness to the above Signatures:-

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