

Number of
my

602013

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).

Insert the
Name of the
Company.

BOMBAY EMPORIUM
LIMITED.

led by

HYLE MAHON & PASCALL,

35, Ely Place,

London, E.C.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; 31 O'Connell Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS

BOOKS AND FORMS

2, RICHARD EDWARD SELEY

of 33, Ely Place, E.C.1.

in the County of London

Solicitor, a Partner in the firm of HYDE MAHON &
PASCALL

(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

BOMBAY EMPORIUM 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.

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

Declared at 33 Ely Place
Holborn E.C.1

the 18th day of March

one thousand nine hundred and fifty-

eight

Richard E. Soley

Before me,

Anthony H. Gardner
ANTHONY H. GARDNER

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

Number of }
Company }

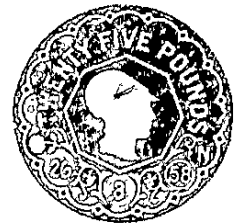
602013

Form No.

THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

BOMBAY EMPORIUM
LIMITED.

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

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

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

Presented by

HYDE MAHON & PASCALL,

33, Ely Place, London, E.C.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; 31 Charles Street, Cardiff; and 157 Hope Street Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

BOMBAY EMPORIUM

Limit

is £ 5,000, divided into:

5,000

Shares of

£1.

each

Shares of

each

*Signature

Richard Kelly

Description Solicitor engaged in the format
of the Company

Dated the

1st

day of

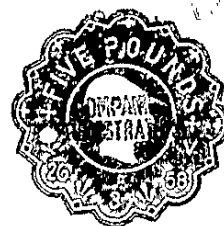
March

1951

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

602013

3



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association OF

BOMBAY EMPORIUM LIMITED

1. The name of the Company is "BOMBAY EMPORIUM 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 buy sell manufacture and deal in and carry on the business of producers importers exporters merchants agents and wholesale and retail dealers in merchandise goods articles commodities materials and produce of every class and description and in particular but not in any way so as to affect the generality of the foregoing to carry on develop and turn to account the businesses of importers and manufacturers of Indian produce and condiments and Chinese and Malayan specialities and to act as financiers brokers and agents for promoting negotiating and arranging for the production sale purchase transfer exchange barter and delivery between other parties.

of all goods as aforesaid and to act as Government Contractors and undertake or carry on any business transaction or operation undertaken by concessionaires manufacturers patentees or merchants and to appoint agents and establish branches throughout the World for the purposes of the Company.

- (b) To carry on business as yeast makers, chemical producers, chemists, brewers, maltsters, wine and spirit merchants, distillers, mineral and aerated water manufacturers, bakers, confectioners, pastrycooks and wholesale and retail grocers and to manufacture buy sell refine prepare grow import export and deal in foodstuffs food substitutes and provisions of all kinds both wholesale and retail whether solid or liquid.
- (c) 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.
- (d) 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.
- (e) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (f) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (g) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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.

- (h) 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.
- (i) 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.
- (j) 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.
- (k) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or 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.
- (l) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (m) 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.
- (n) 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.
- (o) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (p) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (q) 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.

- (r) 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.
- (s) 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.
- (t) 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.
- (u) 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.
- (v) 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.

6.

- (w) 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.

R.S.
L.B.

5. The share capital of the Company is £5000, divided into 5000 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.
<p>Robert Spence 33 Ely Place London E.C.1 (Solicitors Clerk)</p> <p>Lutie Blythe 33 Ely Place. London E.C.1. (Solicitors Clerk).</p>	<p>one</p> <p>one</p>

DATED this 18th day of March 1958.

WITNESS to the above signatures:-

Richard P. Selby
33 Ely Place
London E.C.1
Solicitor

602013
4



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association
OF

BOMBAY ENFORIUM LIMITED

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, 5, 24, 53, 71, 75, 79, 83, 96, 97 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 to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, 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. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

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

TRANSMISSION OF SHARES

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

NOTICE OF GENERAL MEETINGS

7. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS

8. The words "the appointment of, and" shall be omitted in regulation 52 of Table A, Part I.

9. The words "twenty-four" shall be substituted for the word "thirty" in regulation 57 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, (with the approval of the

85
10
Governing Director) the number of Directors including the Governing Director shall not be less than one nor more than five. The first Directors of the Company shall be Diwan Singh Chattwell, and Beant Singh Sarna,
RANJEET SINGH CHATTWELL AND SUSHILA RANJE CHATTWELL.

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

GOVERNING DIRECTOR

13. The said Diwan Singh Chattwell shall be the Governing Director of the Company and, subject to Section 184 of the Act shall hold that office for life, and whilst he holds the same the government and control of the Company shall be vested in him and he shall have authority to exercise all the powers authorities and discretions by these presents or Table A expressed to be vested in Directors generally and all other Directors of the Company shall be under his control and shall be bound to conform to his directions in regard to the Company's business.

14. The Governing Director for the time being may from time to time and at any time appoint any other persons to be Directors of the Company or to be a Governing Director and may define limit and restrict their powers and may fix and determine their remuneration and duties and may at any time remove any Director however appointed and may at any time convene a General Meeting of the Company. Every such appointment or removal must be in writing under the hand of the Governing Director.

15. Regulations 89 to 93 of Table A, Part I shall not apply to a Governing Director.

BORROWING POWERS.

16. 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

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

DISQUALIFICATION OF DIRECTORS

18. 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.
- (6) If he is removed from office under section 184 of the Act.

19. 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 years or any other age.

ROTATION OF DIRECTORS.

20. 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.

21. 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.

CAPITALISATION OF PROFITS

22. 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:- "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

23. 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

24. 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

25. 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. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Duggill
 33 Ely Place
 London E.C.1
 (Director's clerk)

Leslie Gillingham
 33 Ely Place
 London E.C.1.
 (Contributor (Book))

DATED this 13th day of June, 1935.

WITNESS to the above signatures:-

[Faint, illegible signatures]

No. 602013



I Hereby Certify That

THE UNIVERSITY OF CHICAGO PRESS

000000 R/L BOLCO 8' 000000 CUBA - SP REPO 2 1 1 9 6 7 000000 00 00 12 00 00 000

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100. 101. 102. 103. 104. 105. 106. 107. 108. 109. 110. 111. 112. 113. 114. 115. 116. 117. 118. 119. 120. 121. 122. 123. 124. 125. 126. 127. 128. 129. 130. 131. 132. 133. 134. 135. 136. 137. 138. 139. 140. 141. 142. 143. 144. 145. 146. 147. 148. 149. 150. 151. 152. 153. 154. 155. 156. 157. 158. 159. 160. 161. 162. 163. 164. 165. 166. 167. 168. 169. 170. 171. 172. 173. 174. 175. 176. 177. 178. 179. 180. 181. 182. 183. 184. 185. 186. 187. 188. 189. 190. 191. 192. 193. 194. 195. 196. 197. 198. 199. 200. 201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212. 213. 214. 215. 216. 217. 218. 219. 220. 221. 222. 223. 224. 225. 226. 227. 228. 229. 230. 231. 232. 233. 234. 235. 236. 237. 238. 239. 240. 241. 242. 243. 244. 245. 246. 247. 248. 249. 250. 251. 252. 253. 254. 255. 256. 257. 258. 259. 260. 261. 262. 263. 264. 265. 266. 267. 268. 269. 270. 271. 272. 273. 274. 275. 276. 277. 278. 279. 280. 281. 282. 283. 284. 285. 286. 287. 288. 289. 290. 291. 292. 293. 294. 295. 296. 297. 298. 299. 300. 301. 302. 303. 304. 305. 306. 307. 308. 309. 310. 311. 312. 313. 314. 315. 316. 317. 318. 319. 320. 321. 322. 323. 324. 325. 326. 327. 328. 329. 330. 331. 332. 333. 334. 335. 336. 337. 338. 339. 340. 341. 342. 343. 344. 345. 346. 347. 348. 349. 350. 351. 352. 353. 354. 355. 356. 357. 358. 359. 360. 361. 362. 363. 364. 365. 366. 367. 368. 369. 370. 371. 372. 373. 374. 375. 376. 377. 378. 379. 380. 381. 382. 383. 384. 385. 386. 387. 388. 389. 390. 391. 392. 393. 394. 395. 396. 397. 398. 399. 400. 401. 402. 403. 404. 405. 406. 407. 408. 409. 410. 411. 412. 413. 414. 415. 416. 417. 418. 419. 420. 421. 422. 423. 424. 425. 426. 427. 428. 429. 430. 431. 432. 433. 434. 435. 436. 437. 438. 439. 440. 441. 442. 443. 444. 445. 446. 447. 448. 449. 450. 451. 452. 453. 454. 455. 456. 457. 458. 459. 460. 461. 462. 463. 464. 465. 466. 467. 468. 469. 470. 471. 472. 473. 474. 475. 476. 477. 478. 479. 480. 481. 482. 483. 484. 485. 486. 487. 488. 489. 490. 491. 492. 493. 494. 495. 496. 497. 498. 499. 500. 501. 502. 503. 504. 505. 506. 507. 508. 509. 510. 511. 512. 513. 514. 515. 516. 517. 518. 519. 520. 521. 522. 523. 524. 525. 526. 527. 528. 529. 530. 531. 532. 533. 534. 535. 536. 537. 538. 539. 540. 541. 542. 543. 544. 545. 546. 547. 548. 549. 550. 551. 552. 553. 554. 555. 556. 557. 558. 559. 560. 561. 562. 563. 564. 565. 566. 567. 568. 569. 570. 571. 572. 573. 574. 575. 576. 577. 578. 579. 580. 581. 582. 583. 584. 585. 586. 587. 588. 589. 590. 591. 592. 593. 594. 595. 596. 597. 598. 599. 600. 601. 602. 603. 604. 605. 606. 607. 608. 609. 610. 611. 612. 613. 614. 615. 616. 617. 618. 619. 620. 621. 622. 623. 624. 625. 626. 627. 628. 629. 630. 631. 632. 633. 634. 635. 636. 637. 638. 639. 640. 641. 642. 643. 644. 645. 646. 647. 648. 649. 650. 651. 652. 653. 654. 655. 656. 657. 658. 659. 660. 661. 662. 663. 664. 665. 666. 667. 668. 669. 670. 671. 672. 673. 674. 675. 676. 677. 678. 679. 680. 681. 682. 683. 684. 685. 686. 687. 688. 689. 690. 691. 692. 693. 694. 695. 696. 697. 698. 699. 700. 701. 702. 703. 704. 705. 706. 707. 708. 709. 710. 711. 712. 713. 714. 715. 716. 717. 718. 719. 720. 721. 722. 723. 724. 725. 726. 727. 728. 729. 730. 731. 732. 733. 734. 735. 736. 737. 738. 739. 740. 741. 742. 743. 744. 745. 746. 747. 748. 749. 750. 751. 752. 753. 754. 755. 756. 757. 758. 759. 760. 761. 762. 763. 764. 765. 766. 767. 768. 769. 770. 771. 772. 773. 774. 775. 776. 777. 778. 779. 780. 781. 782. 783. 784. 785. 786. 787. 788. 789. 790. 791. 792. 793. 794. 795. 796. 797. 798. 799. 800. 801. 802. 803. 804. 805. 806. 807. 808. 809. 810. 811. 812. 813. 814. 815. 816. 817. 818. 819. 820. 821. 822. 823. 824. 825. 826. 827. 828. 829. 830. 831. 832. 833. 834. 835. 836. 837. 838. 839. 840.

[illegible]

Given under my hand at London this Second day of

One Thousand Nine Hundred and Fifty. eight.

G. B. [Signature]
Registrar of Companies

**Certificate
received by**

Date _____

Company No. 602013. /19



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Bombay Emporium Limited.

Passed the 18th day of September 1963.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at St Andrew's House, 32, Holborn Viaduct, London, E.C.1. on the 18th day of September, 1963 the sub-joined ORDINARY RESOLUTIONS were duly passed viz :—

RESOLUTIONS

1. THAT the Share Capital of the Company be increased to £10,000 by the creation of an additional 5,000 Ordinary Shares of £1 each, the new Shares to rank *pari passu* in all respects with the existing Shares of the Company.
2. THAT it is desirable to capitalise the sum of £5,000 forming part of the amount standing to the credit of the Profit and Loss Account in the Books of the Company, and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the Register of Members at the Eighteenth day of September, 1963, in the proportion in which they hold such shares respectively on that day, on condition that the same be not paid in cash but be applied in paying up in full at par 5,000 new Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportions aforesaid.

Chairman



Number of
Company

602013

20

COMPANIES
REGISTRATION Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Resort the
Name
of the
Company

BOMBAY EMPORIUM

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 (sec. 63 (3) of the Act).

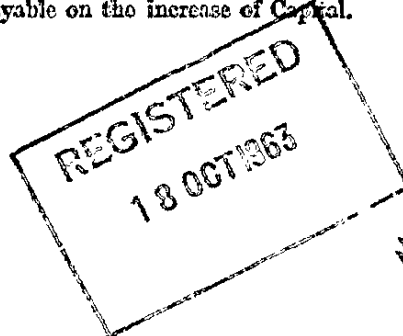
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

L. E. GOLDSTEIN & CO.,

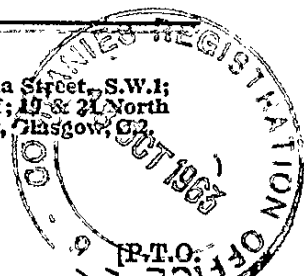
ST. ANDREW'S HOUSE,

32, HOLBORN VIADUCT, LONDON, E.C. 1.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C. 4; 3 Bucklersbury, E.C. 4; 49 Bedford Row, W.C. 1; 6 Victoria Street, S.W. 1;
15 Hanover Street, W. 1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G. 2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



To THE REGISTRAR OF COMPANIES.

BOMBAY EMPORIUM

*"Ordinary",
"Extra-
ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an * ORDINARY
Resolution of the Company dated the 18th day of SEPTEMBER, 1963
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 5,000 beyond the Registered Capital
of £ 5,000

The additional Capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount
of each Share |
|------------------|----------------|---------------------------------|
| 5,000 | 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 new shares are to rank pari passu in all
respects with the existing shares of the Company.

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

Signature

State whether Director
or Secretary

DIRECTOR

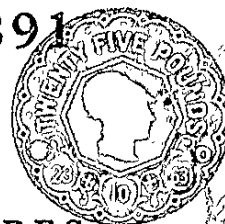
Dated the 23rd day of SEPTEMBER, 1963

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

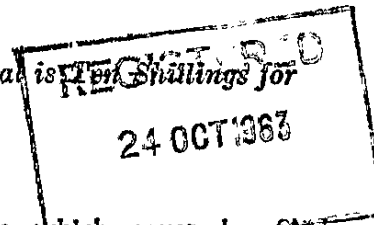
BOMBAY EMPORIUM

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.



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

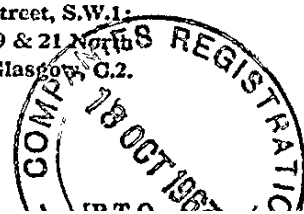
I. R. GOLDSTEIN & CO.,

ST. ANDREW'S HOUSE,
32, HOLBORN VIADUCT,
LONDON, E.C. 1.

The Solicitors' Law Stationery Society, Limited.

1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

B O M B A Y E M P O R I U M

Limited

has by a Resolution of the Company dated

18th SEPTEMBER, 1963 *been increased by*

*the addition thereto of the sum of £*5,000*,*

divided into :—

5,000 ORDINARY *Shares of* £1 *each*

- *Shares of* - *each*

beyond the registered Capital of £5,000

Signature _____



(State whether Director or Secretary) DIRECTOR

Dated the 23rd day of SEPTEMBER, 1963

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

X

Company No. 602013.



CR 54

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Bombay Emporium Limited

Passed the 12th day of July 1965.

REGISTERED

30 JUL 1965

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at St. Andrew's House, 32, Holborn Viaduct, London, E.C.1. on the 12th day of July, 1965 the sub-joined ORDINARY RESOLUTIONS were duly passed viz :—

RESOLUTIONS

1. THAT the Share Capital of the Company be increased to £20,000 by the creation of an additional 10,000 Ordinary Shares of £1 each, the new Shares to rank *pari passu* in all respects with the existing Shares of the Company.
2. THAT it is desirable to capitalise the sum of £12,500 forming part of the amount standing to the credit of the Profit and Loss Account in the Books of the Company, and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the Register of Members at the Twelfth day of July, 1965, in the proportion in which they hold such shares respectively on that day, on condition that the same be not paid in cash but be applied in paying up in full at par 12,500 new Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportions aforesaid.

Chairman

Number of
Company

602013



EX 12/12

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

BOMBAY EMPORIUM

REGISTERED

30 JUL 1965

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 (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Represented by

Andrews & Co.,

32 Holborn Viaduct,

London, E.C.1.

The Solicitors' Law Stationery Society, Limited

61-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

BOMBAY EMPORIUM

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * ORDINARY
Resolution of the Company dated the 12th day of JULY 1965
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 10,000 beyond the Registered Capital
of £ 10,000

The additional Capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount of each Share |
|------------------|----------------|------------------------------|
| 10,000 | ORDINARY | £1 - 0 - 0 |

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 new shares are to rank *pari passu* in all respects with the
existing shares of the Company.

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

Signature _____

State whether Director
or Secretary } _____

SECRETARY

Dated the 12th day of July 1965

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

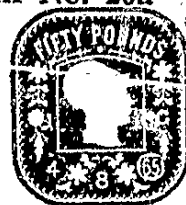
Number of
Company } 602013 / 21

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

BOMBAY EMPORIUM

LIMITED

REGISTERED

30 JUL 1965

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.)

Presented by

Andrews & Co.,

32 Holborn Viaduct,

London, E.C.1.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

BOMBAY EMPORIUM

Limited

has by a Resolution of the Company dated

12th July 1965 been increased by

the addition thereto of the sum of £10,000,

divided into:—

10,000 Ordinary Shares of £1 - 0 - 0 each

10,000 Ordinary Shares of £1 - 0 - 0 each

beyond the registered Capital of £10,000.

Signature

(State whether Director or Secretary) Secretary

Dated the 12th day of July 1965

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

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
OF

BOMBAY EMPORIUM LIMITED

Passed the 31st day of January 1968

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 93/95 Borough High Street, London Bridge, S.E.1. on 31st January 1968, the sub-joined ORDINARY RESOLUTIONS were duly passed viz:-

RESOLUTIONS

1. THAT the Share Capital of the Company be increased to £50,000 by the creation of an additional 30,000 Ordinary Shares of £1 each, the new Shares to rank pari passu in all respects with the existing Shares of the Company.
2. THAT it is desirable to capitalise the sum of £30,000 forming part of the amount standing to the credit of the Profit and Loss Account in the Books of Company, and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the Register of Members at the 31st January 1968 in the proportion in which they hold such Shares respectively on that day, on condition that the same be not paid in cash but be applied in paying up in full at par 30,000 new Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportions aforesaid.

D. S. CHATTERJEE

Chairman

No. of COMPANY.....

60201



[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY.....

ROMBAY EMPORIUM

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S2184 (D)

Document Filer's Reference

Presented by

ANDREWS & CO.,

93/95 BOROUGH HIGH STREET,



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

BOMBAY EMPORIUM

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) ORDINARY Resolution of the Company dated the 31ST day of JANUARY 1968, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 30,000 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. |
|-------------------|-----------------|-------------------------------|
| 30,000 | Ordinary | £1. 0. 0. |

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 new shares are to rank pari passu in all respects with the existing shares of the Company.

NONE of the new Shares are Preference Shares, ^{OR} and are (b) [not] redeemable.

(Signature)

(State whether Director, or Secretary) SECRETARY

Dated the 31st day of JANUARY

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

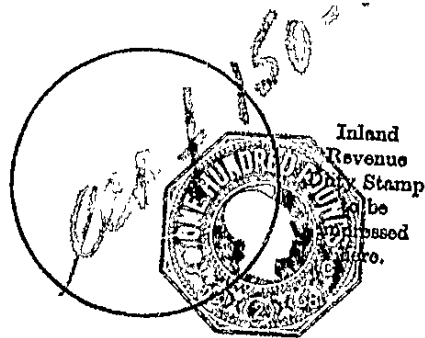
(b) Delete as appropriate.

This margin to be reserved for binding.



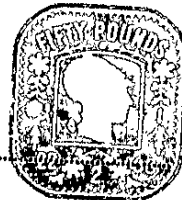
No. OF COMPANY 602013 / 40

COMPANY HAVING A SHARE CAPITAL.



NAME OF

COMPANY BOMBAY EMPORIUM



LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 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, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 31st JANUARY 1968 been increased by the addition thereto of the sum of £ 30,000 beyond the Registered Capital of £20,000.

Signature

Date 31st JANUARY 1968

Description SECRETARY

This statement is to be filed within 15 days after the passing of the Resolution 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 (Section 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.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S170 (A)

Presented for registration by

ANDREWS & CO.,

93/95 BOROUGH HIGH STREET,

LONDON BRIDGE, S.E.1.



The Companies Acts 1948 and 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
OF
BOMBAY EMPORIUM LIMITED

Passed the 8th day of December 1969

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 93/95 Borough High Street, London Bridge, S.E.1, on 8th December 1969, the sub-joined ORDINARY RESOLUTIONS were duly passed viz:-

RESOLUTIONS

THAT the Share Capital of the Company be increased to £100,000 by the creation of an additional 50,000 Ordinary Shares of £1 each, the new Shares to rank *pari passu* in all respects with the existing Shares of the Company.

THAT it is desirable to capitalise the sum of £50,000 forming part of the amount standing to the credit of the Profit and Loss Account in the Books of Company, and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the Register of Members at the 8th December 1969 in the proportion in which they hold such Shares respectively on that day, on condition that the same be not paid in cash but be applied in paying up in full at par 50,000 new Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportions aforesaid.

[Signature]
COMPANY REGISTRATION
23 NOV 1971
LONDON

No. of COMPANY 602013

PARTIES
REGISTRATION

[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

BOMBAY EMPORIUM

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S3184 (B)

Presented by

Document Filer's Reference

ANDREWS & CO.,

93/95 BOROUGH HIGH STREET,

LONDON, S.E.1.

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

BOMBAY EMPORIUM

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a).....ORDINARY.....Resolution of the Company dated the 8TH day of DECEMBER 19.69, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 50,000 beyond the registered Capital of £ 50,000

The additional Capital is divided as follows: ⁵⁰
100000

| Number of Shares. | Class of Share. | Nominal Amount of each Share. |
|-------------------|-----------------|-------------------------------|
| 50,000 | 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 NEW SHARES ARE TO RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING SHARES OF THE COMPANY.

.....of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature).....

(State whether Director, or Secretary).....SECRETARY

Dated the 8TH day of DECEMBER 19. 69

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

(b) Delete as appropriate.

This margin to be reserved for binding.

Number of
Company } 602013

Form No. 26a



STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

CP 924

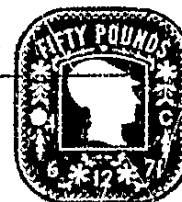
COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

BOMBAY EMPORIUM



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.

The 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.)

Printed by

ANDREWS & CO.,

93/95 BOROUGH HIGH STREET,

LONDON, S.E.1.

The Solicitors' Law Stationery Society, Limited.

101 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 101 Fenchurch Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

P.T.O.

2

THE NOMINAL CAPITAL

OF

BOMBAY EMPORIUM

Limited

has by a Resolution of the Company dated
8TH DECEMBER 1969 been increased by
the addition thereto of the sum of £50,000,
divided into:—

50,000 Shares of £1 each

~~Shares of each~~

beyond the registered Capital of £50,000

Signature

(State whether Director or Secretary) SECRETARY

Dated the 8TH day of DECEMBER 1969

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

NO: 602013

65



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

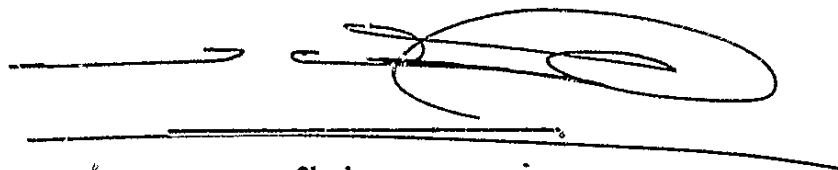
BOMBAY EMPORIUM LIMITED

PASSED THE 25TH DAY OF FEBRUARY 1977

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Radiant House, Pegamoid Road, Edmonton, London, N18 2NG, on the 25th day of February 1977 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

THAT THE NAME OF THE COMPANY BE CHANGED TO B.E. INTERNATIONAL FOODS LTD. SUCH CHANGE TO BE EFFECTIVE ON AND FROM 1ST JUNE 1977.



Chairman

Midland
017509





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 602013

/ 66 .

I hereby certify that

BOMBAY EMPORIUM LIMITED

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

B.E. INTERNATIONAL FOODS LIMITED

Given under my hand at Cardiff the **1ST JUNE 1977**

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

No. of Company
602013

70

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum
— and —
Articles of Association

-of-

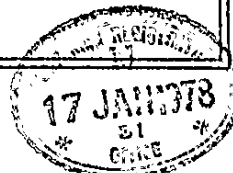
B.E. INTERNATIONAL FOODS LIMITED

Incorporated the 2nd day of April 1958

*Incorporating amendments as at
1st June 1977
B.E. INTERNATIONAL FOODS LTD.*

HYDE MAHON & PASCALL,
33, Ely Place,
Holborn, E.C.1.

SECRETARY



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association
OF

B.E. INTERNATIONAL FOODS LIMITED

1. The name of the Company is "B.E. INTERNATIONAL FOODS 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 buy sell manufacture and deal in and carry on the business of producers importers exporters merchants agents and wholesale and retail dealers in merchandise goods articles commodities materials and produce of every class and description and in particular but not in any way so as to affect the generality of the foregoing to carry on develop and turn to account the businesses of importers and manufacturers of Indian produce and condiments and Chinese and Malayan specialities and to act as financiers brokers and agents for promoting negotiating and arranging for the production sale purchase transfer exchange barter and delivery between other parties

of all goods as aforesaid and to act as Government Contractors and undertake or carry on any business transaction or operation undertaken by concessionaires manufacturers patentees or merchants and to appoint agents and establish branches throughout the World for the purposes of the Company.

- (b) To carry on business as yeast makers, chemical producers, chemists, brewers, maltsters, wine and spirit merchants, distillers, mineral and aerated water manufacturers, bakers, confectioners, pastrycooks and wholesale and retail grocers and to manufacture buy sell refine prepare grow import export and deal in food-stuffs food substitutes and provisions of all kinds both wholesale and retail whether solid or liquid.
- (c) 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.
- (d) 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.
- (e) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (f) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (g) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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.

- (h) 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.
- (i) 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.
- (j) 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.
- (k) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or 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.
- (l) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (m) 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.
- (n) 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.
- (o) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (p) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (q) 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.

- (r) 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.
- (s) 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.
- (t) 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.
- (u) 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.
- (v) 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.

- (w) 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 £100,000 * divided into 100,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

* Increased to stated figure by Resolutions passed on 18th September 1963, 12th July 1965, 31st January 1968 and 8th December 1969.

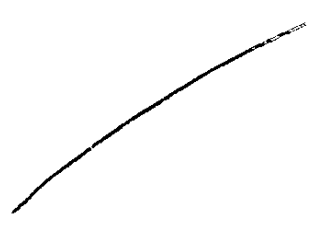
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of Shares taken by each Subscriber |
|---|---|
| ROBERT SANTILLI,
33 Ely Place,
London, E.C.1.
(Solicitors Clerk) | One |
| LESLIE CHAPLIN,
33 Ely Place,
London, E.C.1.
(Solicitors Clerk) | One |

DATED this 18th day of March 1958.

WITNESS to the above signatures:-

RICHARD E. SELBY,
 33 Ely Place,
 London, E.C.1.
 Solicitor



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association
OF

B.E. INTERNATIONAL FOODS LIMITED

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, 5, 24, 53, 71, 75, 79, 88, 96, 97 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 I, and to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, 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. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

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

TRANSMISSION OF SHARES

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

NOTICE OF GENERAL MEETINGS

7. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS

8. The words "the appointment of, and" shall be omitted in regulation 52 of Table A, Part I.

9. The words "twenty-four" shall be substituted for the word "thirty" in regulation 57 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, (with the approval of the

Governing Director) the number of Directors including the Governing Director shall not be less than one nor more than five. The first Directors of the Company shall be Diwan Singh Chattwell, Beant Singh Sarna and Ranjit Singh Chattwell and Sushila Rane Chattwell.

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

GOVERNING DIRECTOR

13. The said Diwan Singh Chattwell shall be the Governing Director of the Company and, subject to Section 184 of the Act shall hold that office for life, and whilst he holds the same the government and control of the Company shall be vested in him and he shall have authority to exercise all the powers authorities and discretions by these presents or Table A expressed to be vested in Directors generally and all other Directors of the Company shall be under his control and shall be bound to conform to his directions in regard to the Company's business.

14. The Governing Director for the time being may from time to time and at any time appoint any other persons to be Directors of the Company or to be a Governing Director and may define limit and restrict their powers and may fix and determine their remuneration and duties and may at any time remove any Director however appointed and may at any time convene a General Meeting of the Company. Every such appointment or removal must be in writing under the hand of the Governing Director.

15. Regulations 89 to 93 of Table A, Part I shall not apply to a Governing Director.

BORROWING POWERS

16. 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

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

DISQUALIFICATION OF DIRECTORS

18. 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.
 - (6) If he is removed from office under section 184 of the Act.

19. 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 years or any other age.

ROTATION OF DIRECTORS

20. 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.

21. 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.

CAPITALISATION OF PROFITS

22. 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:- "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

23. 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

24. 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

25. 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. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

The following Articles were added in accordance with a Special Resolution passed 16th April 1975.

EXECUTIVE DIRECTORS

26. The Directors may from time to time appoint any person to be an Executive Director of the Company. Any Executive Director so appointed may be given such title as may be determined by the Directors.

27. The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include an Executive Director or Executive Directors appointed under this Article.

28. An Executive Director shall not be required to hold any shares in the Company to qualify him as such.

29. Save as otherwise agreed between him and the Company the appointment of a person to be an Executive Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

30. The appointment of an Executive Director shall be vacated if:-

- (a) by a notice in writing to the Company he resigns the appointment of Executive Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary a fellow subsidiary or a holding company of the Company in some capacity other than that of an Executive Director of the Company.
- (f) the Directors of the Company pass a resolution that he be removed from office as an Executive Director.

31. An Executive Director (not being a Director) shall not whilst holding office as Executive Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.

32. An Executive Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Executive Director present shall not be counted.

33. An Executive Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors of the Board or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever PROVIDED THAT no act shall be done by the Directors which would impose any personal liability on any or all of the Executive Directors without his or their knowledge and consent.

34. The appointment continuance in office removal powers and duties and remuneration (if any) of the Executive Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

ROBERT SANTILLI,
33 Ely Place,
London, E.C.1.
(Solicitors Clerk)

LESLIE CHAPLIN,
33 Ely Place,
London, E.C.1.
(Solicitors Clerk)

DATED this 18th day of March, 1958

WITNESS to the above signatures:-

RICHARD E. SELBY,
33 Ely Place,
London, E.C.1.
Solicitor.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum
and
Articles of Association

- of -

B.E. INTERNATIONAL FOODS LIMITED

Incorporated
the 2nd day of April 1958

HYDE MAHON & PASCALL,
33 Ely Place,
Holborn, E.C.1.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BOMBAY EMPORIUM LIMITED

PASSED THE 30TH DAY OF SEPTEMBER 1975

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Radiant House, Pegemoid Road, Edmonton, London N.18 on the 30th day of September 1975 the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT THE PROVISIONS OF THE COMPANY'S MEMORANDUM OF ASSOCIATION WITH RESPECT TO ITS OBJECTS BE ALTERED BY INSERTING AFTER SUB CLAUSE (W) OF CLAUSE 3 OF THE SAID MEMORANDUM THE FOLLOWING NEW SUB CLAUSE:

(X) TO GUARANTEE EITHER BY PERSONAL OBLIGATION OR BY MORTGAGING OR CHARGING ALL OR ANY PART OF THE UNDERTAKING PROPERTY AND ASSETS BOTH PRESENT AND FUTURE AND UNCALLED CAPITAL OF THE COMPANY, OR BY BOTH SUCH METHODS, THE PERFORMANCE OF ANY CONTRACT OR OBLIGATION OF ANY PERSON FIRM OR COMPANY WHATSOEVER.

R. CHATTWELL

.....
Chairman

Certified to be a true and correct copy of the said Resolution

.....
Chairman

.....
Secretary



No. 602013

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum

AND

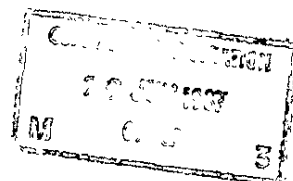
Articles of Association

OF

B. E. INTERNATIONAL FOODS LIMITED

Incorporated 2nd April 1958

(Reprinted June, 1987)



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

B.E. INTERNATIONAL FOODS LIMITED

- * 1. The Company's name is B.E. INTERNATIONAL FOODS LIMITED.
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are :-
- A. (i) To buy, sell, manufacture and deal in and carry on the business of producers, importers, exporters, merchants, agents and wholesale and retail dealers in merchandise, goods, articles, commodities, materials and produce of every class and description and in particular but not in any way so as to affect the generality of the foregoing to carry on develop and turn to account the businesses of importers and manufacturers of Indian produce and condiments and Chinese and Malayan specialities and to act as financiers, brokers and agents for promoting, negotiating and arranging for the production, sale, purchase, transfer, exchange, barter and delivery between other parties of all goods as aforesaid and to act as Government Contractors and undertake or carry on any business transaction or operation undertaken

-
- * Name changed from BOMBAY EMPORIUM LIMITED by Special Resolution passed 1st June, 1977.

by concessionaires, manufacturers, patentees or merchants and to appoint agents and establish branches throughout the World for the purposes of the Company.

- (ii) To carry on business as yeast makers, chemical producers, chemists, brewers, maltsters, wine and spirit merchants, distillers, mineral and aerated water manufacturers, bakers, confectioners, pastrycooks and wholesale and retail grocers and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in foodstuffs, food substitutes and provisions of all kinds both wholesale and retail whether solid or liquid.

B. To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

C. To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

D. To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of or in connection with the Company's business or any department or branch thereof.

E. To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.

F. To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery

necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.

G. To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any company constituted on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

H. To promote, by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.

I. To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or movable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.

J. To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.

K. To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.

L. To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.

M. To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.

N. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

O. To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or 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 hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

P. To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

Q. To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company 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 stock, shares or securities so acquired.

R. To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.

S. To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.

T. To develop, improve, manage, sell, turn or account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.

U. To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.

V. To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.

W. To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependants of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory)

with a view to providing pensions or other funds for any such persons or their dependants as aforesaid.

X. To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, 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.

Y. To do all or any of the above things in any part of the world, either alone as principals, or as agents, trustees, sub-contractors or otherwise.

Z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not be restrictively construed and the objects contained therein shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-clause.

4. The liability of the members is limited.

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

* Increased to stated figure by Resolutions passed on 18th September, 1963, 12th July, 1965, 31st January, 1968, 8th December, 1969 and 20th May, 1987.

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

ROBERT SANTILLI
33 Ely Place,
London, EC1

ONE

Solicitors Clerk

LESLIE CHAPLIN
33 Ely Place,
London, EC1

ONE

Solicitors Clerk

DATED this 18th day of March 1958

WITNESS to the above Signatures :-

RICHARD E. SELBY
33 Ely Place,
London, EC1

Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES.

Articles of Association

OF

B.E. INTERNATIONAL FOODS LIMITED
(As adopted by Special
Resolution passed 20th May 1987)

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.

2. Regulations 8, 23, 24, 61, 64, 73, 74, 75, 80, 81, 84, 89, 95, 97 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any Shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not

be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN ON PARTLY PAID SHARES

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

6. (i) For the purposes of this Article where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect of that share.
- (ii) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (iii) Every Member who desires to transfer any share or shares (hereinafter called the Vendor) shall give to the Company notice in writing of any such desire (hereinafter called Transfer Notice). Subject as hereinafter mentioned a Transfer Notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the Directors to the Members other than the Vendor at a price to be agreed upon by the Vendor and the Directors, or, in the case of difference, at the price which the Auditor of the Company for the time being shall, by writing under his hand, certify to be in his opinion the fair value thereof as between a willing Seller and a willing Buyer.

- (iv) If the Auditor is asked to certify the fair price aforesaid the Company shall, as soon as it receives the Auditor's certificate, furnish a certified copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within fourteen days of the service upon him of the said certified copy, to cancel the Company's authority to sell the shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.
- (v) Upon the price being fixed as aforesaid, and provided the Vendor shall not give notice of cancellation as aforesaid, the Company shall forthwith by notice in writing inform each Member other than the Vendor of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-one days of the date of despatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (vi) If the said Members shall within the said period of twenty-one days apply for all or (except where the Transfer Notice provided otherwise) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in the case of competition pro rata (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as Holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Company shall forthwith give notice of such allocations (hereinafter called the Allocation Notice) to the Vendor and to the persons to whom the shares have been allocated and shall specify in such Notice the place and time being not earlier than fourteen and not later than twenty-eight days after the date of the Notice at which the sale of the shares so allocated shall be completed.
- (vii) The Vendor shall be bound to transfer the shares comprised in an Allocation Notice to the Purchasers named therein at the time and

place therein specified; and if he shall fail to do so the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed Attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor transfers of the shares to the Purchasers thereof against payment of the price to the Company. On payment of the price to the Company the Purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the Purchaser shall be entitled to insist upon his name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

(viii) During the six months following the expiry of the said period of twenty-one days referred to in Paragraph (v) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price, not being less than the price fixed under Paragraph (iii) of this regulation, any share not allocated by the Directors in an Allocation Notice.

(ix) Notwithstanding the foregoing provisions of this regulation the Directors may decline to register

(a) any transfer of any share on which the Company has a lien;

(b) any transfer of share (not being a fully paid share) to a person of whom they do not approve.

7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than ten. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the

Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.

9. Mr. Antony Chattwell and Mr. Raymond Chattwell shall be permanent Directors of the Company unless and until they resign. So long as Mr. Raymond Chattwell shall remain a Director he shall be Chairman of the Company.

10. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

11. The office of a Director shall be vacated if:

- (a) by notice in writing delivered to the Company at its Registered Office, or tendered at a meeting of the Directors, he resigns the office of Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person

to exercise powers with respect to his property or affairs; or

- (d) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

12. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.

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

PROCEEDINGS OF DIRECTORS

14. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office be one, and shall, when more than one Director is in office, be two, one of whom must be either Mr. Raymond Chattwell or Mr. Antony Chattwell.

SECRETARY

15. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

INDEMNITY

16. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

EXECUTIVE DIRECTORS

17. The Directors may from time to time appoint any person to be an Executive Director of the Company. Any Executive Director so appointed may be given such title as may be determined by the Directors.

18. The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include an Executive Director or Executive Directors appointed under this Article.

19. An Executive Director shall not be required to hold any shares in the Company to qualify him as such.

20. Save as otherwise agreed between him and the Company the appointment of a person to be an Executive Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary, a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

21. The appointment of an Executive Director shall be vacated if :-

- (a) by a notice in writing to the Company he resigns the appointment of Executive Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary, a fellow subsidiary or a holding company of the Company in some capacity other than that of an Executive Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as an Executive Director.

22. An Executive Director (not being a Director) shall not whilst holding office as Executive Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.

23. An Executive Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Executive Director present shall not be counted.

24. An Executive Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors of the Board or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever PROVIDED THAT no act shall be done by the Directors which would impose any personal liability on any or all of the Executive Directors without his or their knowledge and consent.

25. The appointment continuance in office removal powers and duties and remuneration (if any) of the Executive Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT SANTILLI
33 Ely Place,
London, EC1

Solicitors Clerk

LESLIE CHAPLIN
33 Ely Place,
London, EC1

Solicitors Clerk

DATED this 18th day of March 1958

WITNESS to the above Signatures :-

RICHARD E. SELBY
33 Ely Place,
London, EC1

Solicitor

No. 602013

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum

AND

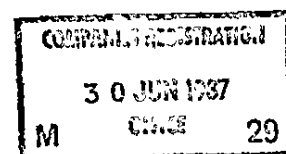
Articles of Association

OF

B. E. INTERNATIONAL FOODS LIMITED

Incorporated 2nd April 1958

(Reprinted June, 1987)



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

B.E. INTERNATIONAL FOODS LIMITED

- * 1. The Company's name is B.E. INTERNATIONAL FOODS LIMITED.
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are :-
- A. (i) To buy, sell, manufacture and deal in and carry on the business of producers, importers, exporters, merchants, agents and wholesale and retail dealers in merchandise, goods, articles, commodities, materials and produce of every class and description and in particular but not in any way so as to affect the generality of the foregoing to carry on develop and turn to account the businesses of importers and manufacturers of Indian produce and condiments and Chinese and Malayan specialities and to act as financiers, brokers and agents for promoting, negotiating and arranging for the production, sale, purchase, transfer, exchange, barter and delivery between other parties of all goods as aforesaid and to act as Government Contractors and undertake or carry on any business transaction or operation undertaken

* Name changed from BOMBAY EMPORIUM LIMITED by Special Resolution passed 1st June, 1977.

by concessionaires, manufacturers, patentees or merchants and to appoint agents and establish branches throughout the World for the purposes of the Company.

- (ii) To carry on business as yeast makers, chemical producers, chemists, brewers, maltsters, wine and spirit merchants, distillers, mineral and aerated water manufacturers, bakers, confectioners, pastrycooks and wholesale and retail grocers and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in foodstuffs, food substitutes and provisions of all kinds both wholesale and retail whether solid or liquid.

B. To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

C. To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

D. To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of or in connection with the Company's business or any department or branch thereof.

E. To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.

F. To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery

necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.

G. To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any company constituted on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

H. To promote, by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.

I. To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or movable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.

J. To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

K. To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.

L. To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.

M. To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.

N. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

O. To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or 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 hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

P. To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

Q. To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company 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 stock, shares or securities so acquired.

R. To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.

S. To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.

T. To develop, improve, manage, sell, turn or account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.

U. To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.

V. To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.

W. To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependants of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory)

with a view to providing pensions or other funds for any such persons or their dependants as aforesaid.

X. To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, 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.

Y. To do all or any of the above things in any part of the world, either alone as principals, or as agents, trustees, sub-contractors or otherwise.

Z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not be restrictively construed and the objects contained therein shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-clause.

4. The liability of the members is limited.

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

* Increased to stated figure by Resolutions passed on 18th September, 1963, 12th July, 1965, 31st January, 1968, 8th December, 1969 and 20th May, 1987.

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 |
|--|---|
|--|---|

ROBERT SANTILLI
33 Ely Place,
London, EC1

Solicitors Clerk

ONE

LESLIE CHAPLIN
33 Ely Place,
London, EC1

Solicitors Clerk

ONE

DATED this 18th day of March 1958

WITNESS to the above Signatures :-

RICHARD E. SELBY
33 Ely Place,
London, EC1

Solicitor

COMPANY LIMITED BY SHARES.

Articles of Association

OF

B.E. INTERNATIONAL FOODS LIMITED
(As adopted by Special
Resolution passed 20th May 1987)

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.

2. Regulations 8, 23, 24, 61, 64, 73, 74, 75, 80, 81, 84, 89, 95, 97 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any Shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not

be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN ON PARTLY PAID SHARES

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

6. (i) For the purposes of this Article where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect of that share.
- (ii) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (iii) Every Member who desires to transfer any share or shares (hereinafter called the Vendor) shall give to the Company notice in writing of any such desire (hereinafter called Transfer Notice). Subject as hereinafter mentioned a Transfer Notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the Directors to the Members other than the Vendor at a price to be agreed upon by the Vendor and the Directors, or, in the case of difference, at the price which the Auditor of the Company for the time being shall, by writing under his hand, certify to be in his opinion the fair value thereof as between a willing Seller and a willing Buyer.

- (iv) If the Auditor is asked to certify the fair price aforesaid the Company shall, as soon as it receives the Auditor's certificate, furnish a certified copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within fourteen days of the service upon him of the said certified copy, to cancel the Company's authority to sell the shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.
- (v) Upon the price being fixed as aforesaid, and provided the Vendor shall not give notice of cancellation as aforesaid, the Company shall forthwith by notice in writing inform each Member other than the Vendor of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-one days of the date of despatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (vi) If the said Members shall within the said period of twenty-one days apply for all or (except where the Transfer Notice provided otherwise) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in the case of competition pro rata (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as Holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Company shall forthwith give notice of such allocations (hereinafter called the Allocation Notice) to the Vendor and to the persons to whom the shares have been allocated and shall specify in such Notice the place and time being not earlier than fourteen and not later than twenty-eight days after the date of the Notice at which the sale of the shares so allocated shall be completed.
- (vii) The Vendor shall be bound to transfer the shares comprised in an Allocation Notice to the Purchasers named therein at the time and

place therein specified; and if he shall fail to do so the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed Attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor transfers of the shares to the Purchasers thereof against payment of the price to the Company. On payment of the price to the Company the Purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the Purchaser shall be entitled to insist upon his name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

(viii) During the six months following the expiry of the said period of twenty-one days referred to in Paragraph (v) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price, not being less than the price fixed under Paragraph (iii) of this regulation, any share not allocated by the Directors in an Allocation Notice.

(ix) Notwithstanding the foregoing provisions of this regulation the Directors may decline to register

(a) any transfer of any share on which the Company has a lien;

(b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve.

7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than ten. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the

Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.

9. Mr. Antony Chattwell and Mr. Raymond Chattwell shall be permanent Directors of the Company unless and until they resign. So long as Mr. Raymond Chattwell shall remain a Director he shall be Chairman of the Company.

10. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

11. The office of a Director shall be vacated if:

- (a) by notice in writing delivered to the Company at its Registered Office, or tendered at a meeting of the Directors, he resigns the office of Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person

to exercise powers with respect to his property or affairs; or

- (d) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

12. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.

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

PROCEEDINGS OF DIRECTORS

14. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office be one, and shall, when more than one Director is in office, be two, one of whom must be either Mr. Raymond Chattwell or Mr. Antony Chattwell.

SECRETARY

15. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

INDEMNITY

16. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

EXECUTIVE DIRECTORS

17. The Directors may from time to time appoint any person to be an Executive Director of the Company. Any Executive Director so appointed may be given such title as may be determined by the Directors.

18. The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include an Executive Director or Executive Directors appointed under this Article.

19. An Executive Director shall not be required to hold any shares in the Company to qualify him as such.

20. Save as otherwise agreed between him and the Company the appointment of a person to be an Executive Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary, a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

21. The appointment of an Executive Director shall be vacated if :-

- (a) by a notice in writing to the Company he resigns the appointment of Executive Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary, a fellow subsidiary or a holding company of the Company in some capacity other than that of an Executive Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as an Executive Director.

22. An Executive Director (not being a Director) shall not whilst holding office as Executive Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.


B.E. INTERNATIONAL FOODS LTD.

Minutes of an Extraordinary General Meeting
held at Radiant House, N.18. on the 20th May 1987

IT WAS RESOLVED

1. THAT the Articles of the Company be amended by cancellation of the current Articles and substitution of the new Articles (copy of which is attached).
2. The Capital of the Company be increased to £1,000,000 (One Million Pounds) by the creation of Nine hundred thousand ordinary shares of £1.00 each, such shares to be issued to present shareholders pro-rata to their current holding by way of capitalisation of undivided profits.


There being no further business, the Meeting then closed.



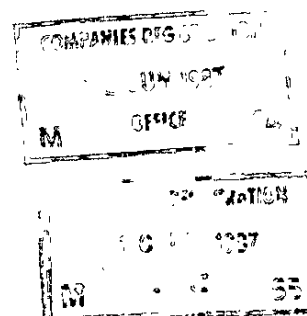
Chairman

Certified a true copy, the same having been previously entered in the Minute Book and signed by the Chairman.

22 MAY 1987
 Date



Chairman



COMPANY LIMITED BY SHARES.

Articles of Association

OF

B.E. INTERNATIONAL FOODS LIMITED
(As adopted by Special
Resolution passed 20th May 1987)

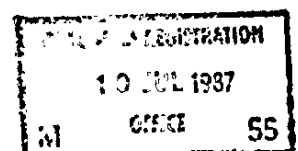
PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.

2. Regulations 8, 23, 24, 61, 64, 73, 74, 75, 80, 81, 84, 89, 95, 97 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any Shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not



be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN ON PARTLY PAID SHARES

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

6. (i) For the purposes of this Article where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect of that share.
- (ii) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (iii) Every Member who desires to transfer any share or shares (hereinafter called the Vendor) shall give to the Company notice in writing of any such desire (hereinafter called Transfer Notice). Subject as hereinafter mentioned a Transfer Notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the Directors to the Members other than the Vendor at a price to be agreed upon by the Vendor and the Directors, or, in the case of difference, at the price which the Auditor of the Company for the time being shall, by writing under his hand, certify to be in his opinion the fair value thereof as between a willing Seller and a willing Buyer.

- (iv) If the Auditor is asked to certify the fair price aforesaid the Company shall, as soon as it receives the Auditor's certificate, furnish a certified copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within fourteen days of the service upon him of the said certified copy, to cancel the Company's authority to sell the shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.
- (v) Upon the price being fixed as aforesaid, and provided the Vendor shall not give notice of cancellation as aforesaid, the Company shall forthwith by notice in writing inform each Member other than the Vendor of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-one days of the date of despatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (vi) If the said Members shall within the said period of twenty-one days apply for all or (except where the Transfer Notice provided otherwise) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in the case of competition pro rata (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as Holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Company shall forthwith give notice of such allocations (hereinafter called the Allocation Notice) to the Vendor and to the persons to whom the shares have been allocated and shall specify in such Notice the place and time being not earlier than fourteen and not later than twenty-eight days after the date of the Notice at which the sale of the shares so allocated shall be completed.
- (vii) The Vendor shall be bound to transfer the shares comprised in an Allocation Notice to the Purchasers named therein at the time and

place therein specified; and if he shall fail to do so the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed Attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor transfers of the shares to the Purchasers thereof against payment of the price to the Company. On payment of the price to the Company the Purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the Purchaser shall be entitled to insist upon his name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

(viii) During the six months following the expiry of the said period of twenty-one days referred to in Paragraph (v) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price, not being less than the price fixed under Paragraph (iii) of this regulation, any share not allocated by the Directors in an Allocation Notice.

(ix) Notwithstanding the foregoing provisions of this regulation the Directors may decline to register

(a) any transfer of any share on which the Company has a lien;

(b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve.

7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than ten. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the

Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.

9. Mr. Antony Chattwell and Mr. Raymond Chattwell shall be permanent Directors of the Company unless and until they resign. So long as Mr. Raymond Chattwell shall remain a Director he shall be Chairman of the Company.

10. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

11. The office of a Director shall be vacated if:

- (a) by notice in writing delivered to the Company at its Registered Office, or tendered at a meeting of the Directors, he resigns the office of Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person

to exercise powers with respect to his property or affairs; or

- (d) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

12. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.

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

PROCEEDINGS OF DIRECTORS

14. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office be one, and shall, when more than one Director is in office, be two, one of whom must be either Mr. Raymond Chattwell or Mr. Antony Chattwell.

SECRETARY

15. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

INDEMNITY

16. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

EXECUTIVE DIRECTORS

17. The Directors may from time to time appoint any person to be an Executive Director of the Company. Any Executive Director so appointed may be given such title as may be determined by the Directors.

18. The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include an Executive Director or Executive Directors appointed under this Article.

19. An Executive Director shall not be required to hold any shares in the Company to qualify him as such.

20. Save as otherwise agreed between him and the Company the appointment of a person to be an Executive Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary, a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

21. The appointment of an Executive Director shall be vacated if :-

- (a) by a notice in writing to the Company he resigns the appointment of Executive Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary, a fellow subsidiary or a holding company of the Company in some capacity other than that of an Executive Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as an Executive Director.

22. An Executive Director (not being a Director) shall not whilst holding office as Executive Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.

23. An Executive Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Executive Director present shall not be counted.

24. An Executive Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors of the Board or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever PROVIDED THAT no act shall be done by the Directors which would impose any personal liability on any or all of the Executive Directors without his or their knowledge and consent.

25. The appointment continuance in office removal powers and duties and remuneration (if any) of the Executive Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 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

[1987]

602013

Name of company

* B. E. INTERNATIONAL FOODS LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 20th MAY 1987 the nominal capital of the company has been
increased by £ 900,000 beyond the registered capital of £ 100,000.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

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:

*Ordinary f1 shares in accordance with the Articles of
the company.*

Please tick here if
continued overleaf

☐

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

Signed

P. S. Smith

Solicitor to Company
Designation

Date

10/6/87

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

HYDE MAHON & BRIDGES SAWYER
SOLICITORS
33 ELY PLACE, LONDON, EC1N 6TS

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 9HR

Companies G123

1987 Edition
487 BM

5017157



Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380004

B.E. INTERNATIONAL FOODS
LIMITED
GRAFTON HOUSE
STOCKINGSWATER LANE
ENFIELD
MIDDLESEX EN3 YJZ

Please address any reply to the Registrar

quoting reference DEF6 602013

Gazette Date 6 SEPTEMBER 1988

COMPANIES ACT 1985

B.E. INTERNATIONAL FOODS
LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

E L BEAL (Mrs)
for Registrar

FILE COPY

242

Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| |
|--------|
| 602013 |
|--------|

Name of company

| |
|-------------------------------------|
| * R. C. INTERNATIONAL FOODS LIMITED |
|-------------------------------------|

* Insert full name of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on]†

† delete as appropriate

Day Month Year

| | | | | | | |
|---|---|----|---|---|---|---|
| 3 | 1 | 05 | 1 | 9 | 9 | 0 |
|---|---|----|---|---|---|---|

Signed

[Director][Secretary]† Date

25/2/91

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 0 | 5 | 0 | 4 | 1 | 9 | 8 | 5 |
|---|---|---|---|---|---|---|---|

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

For official Use
General Section

Room

COMPANIES HOUSE
01 MAR 1991
M

Company No. 00602013

B.E. INTERNATIONAL FOODS LIMITED

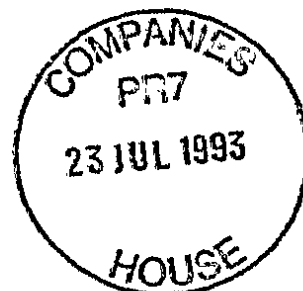
SPECIAL RESOLUTION

The following resolution was passed as a special resolution of the Company at an Extraordinary General Meeting held at Grafton House, Stockingswater Lane, Enfield, Middlesex, EN3 7JZ on 23rd June 1993:

THAT the regulations set forth in the printed document produced to this meeting and for the purposes of identification signed by the Chairman, be approved and adopted as the new Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association, upon Completion as defined in the First Purchase Agreement dated 10 June between BSN (UK) Limited and the Vendors (as defined therein) whereby BSN (UK) Limited is to acquire 40 per cent. of the issued share capital of the Company.

.....
Chairman

Dated: 24th June 1993



602013

Registered No. 00602013

ARTICLES OF ASSOCIATION

of

B.E. INTERNATIONAL FOODS LIMITED

(Adopted pursuant to a Special Resolution
passed on 23rd June 1993)



PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A"), and made pursuant to the provisions of the Companies Act (hereinafter referred to as "The Act") shall apply to the Company.
- (b) Regulations 35, 40, 73, 74, 75 and 77 to 81 inclusive of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

ALLOTMENT OF SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons (including the Directors themselves), at such times and generally on such terms and conditions as they think proper provided that

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB
JSH/AJOD/MJC

(insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

- (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.
- (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing on 1 June 1993.
- (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.
- (c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

PRE-EMPTION RIGHTS

3. In accordance with Section 91(1) of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of A Shares by the Company.

SHARE CAPITAL

4. (a) The authorised share capital of the Company is £1,000,000, divided into 1,000,000 ordinary shares of £1 each, (hereinafter called "the Ordinary Shares"). The Company may also, subject to a corresponding increase in the authorised share capital, issue A ordinary shares (hereinafter the "A Shares") of £1 each which shall carry the same rights as the ordinary shares save that the A Shares shall not entitle the holders thereof to receive notice of or attend or exercise any votes at any General Meeting and save as provided in Article 4(b) below in respect of rights to capital.
- (b) On a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied, first, in repaying to the holders of both the Ordinary Shares and any A Shares for the time being in issue *pari passu* the par value of such shares and the balance of the assets shall belong to and be distributed *pari passu* among the holders of the Ordinary Shares.
- (c) In the event that all the A Shares are held by one member (and/or any nominee or nominees for that member) and all the Ordinary Shares are held by such member (and/or any nominee or nominees of such member) each A Share in the Company then in issue shall automatically be converted in to an Ordinary Share in the Company and all issued A Shares shall be extinguished.

5. Subject to the provisions of Part V of the Act:-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person indebted or under liability to the Company (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

PROCEEDINGS AT GENERAL MEETINGS

7 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

8. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

9. (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend and vote at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

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

APPOINTMENT AND REMOVAL OF DIRECTORS

11. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

12. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

13. The office of a Director shall be vacated if

- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

14. (a) The number of Directors (other than alternate directors) shall not be subject to any maximum but shall be not less than five and shall include Mr Raymond Chattwell and Mr Antony Chattwell (unless their service agreements shall have been terminated) and at least one director nominated to the Board by BSN (UK) Limited. This Article shall have effect in substitution for regulation 64 of Table A which shall not apply to the Company.
- (b) The quorum for the transaction of the business of the Directors may be fixed by the Directors, but shall not be less than two, of which at least one must be nominated to the Board by BSN (UK) Limited and one must be either Mr

Raymond Chattwell or Mr. Antony Chattwell. This Article shall have effect in substitution for regulation 89 of Table A which shall not apply to the Company.

- (c) Decisions on the following matters relating to the Company may be made only by a majority of the Directors present at the relevant meeting of the Board and then only when such majority includes at least one Director nominated to the Board by BSN (UK) Limited and either of Mr Raymond and Mr Antony Chattwell:
 - (i) authorisation of the issue of new shares;
 - (ii) admission of a new shareholder and approval of any transfer of any shares in the Company;
 - (iii) alteration of memorandum of association or articles of association;
 - (iv) formation of subsidiaries;
 - (v) changes to the borrowing facilities of the Company;
 - (vi) approval of strategic business plans and/or operating budgets;
 - (vii) authorisations of material capital expenditure commitments;
 - (viii) appointment and removal of directors;
 - (ix) appointment and removal of auditors;
 - (x) alteration of accounting policies;

- (xi) approval of any merger, joint venture or material co-operation arrangement with third parties;
- (xii) approval of the acquisition or disposal of material assets or securities;
- (xiii) approval of entering into any other material contracts other than in the ordinary course of business;
- (xiv) approval of the licensing of intellectual property rights;
- (xv) dealings between any shareholder and the Company or a subsidiary or associated company of the Company (other than trading on arm's length terms in the ordinary course of the relevant company's business);
- (xvi) increases in the fees, remuneration and other benefits provided to directors and employees; and
- (xvii) pensions in respect of directors and employees; and
- (xviii) pensions in respect of employees.

15. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

16. 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 obligation of the Company or of any third party.

DIRECTORS' INTERESTS

19. In Regulation 94(c) of Table A, the words "holding or being beneficially interested in, or being employed by any body corporate which holds (directly or through subsidiaries or nominees) or is beneficially interested in, or his or any such body corporate's or subsidiary's or nominee's" shall be inserted after the words "by virtue of his" and the words "or its" shall be inserted after the word "his" the third time the latter appears.

INDEMNITY

20. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

AJQD0342.93T

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT SANTILLI
33 Ely Place,
London, EC1

Solicitors Clerk

LESLIE CHAPLIN
33 Ely Place,
London, EC1

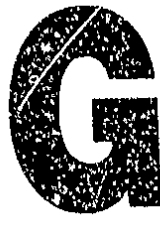
Solicitors Clerk

DATED this 18th day of March 1958

WITNESS to the above Signatures :-

RICHARD E. SELBY,
33 Ely Place,
London, EC1

Solicitor

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

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

Please do not write in this margin

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

* Insert full name of company

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

Company number

00602013

Name of company

* B.E. INTERNATIONAL FOODS LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† Delete as appropriate

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

Day Month

| | | | |
|---|---|---|---|
| 3 | 1 | 1 | 2 |
|---|---|---|---|

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

Day Month Year

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3 | 1 | 1 | 2 | 1 | 9 | 9 | 3 |
|---|---|---|---|---|---|---|---|

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

The company is a [subsidiary] [parent] † undertaking of _____, company number _____, the accounting reference date of which is _____

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

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

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

6. Signed

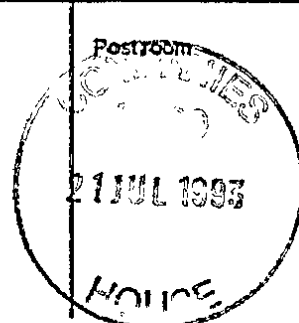
Designation † *DIRECTOR*

Date *20 JULY 1993.*

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

R. GARLAND
B.E. INTERNATIONAL
FOODS LTD
GRAFTON HOUSE
STOCKINGS WATER LANE
ENFIELD MIDDLE EN3 7JZ
TEL 081-804 8788

For official use
D.E.B.



G**244****Notice of claim to extension of period allowed for laying and delivering accounts —oversea business or interests**

Please do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

602013

Name of company

*Insert full name of company

• R. V. INTERNATIONAL FOODS LIMITED

†Delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on]†

Day Month Year

3 1 1 2 1 9 9 3

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

Signed

Designation: *SECRETARY*

Date 17/10/94

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below. -

0 5 0 4 1 9 8 5

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

For official use
General Section

Post room

A34 *AK02B5LX* 455
COMPANIES HOUSE 18/10/94