

THE COMPANIES ACT, 1948.

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

Pursuant to Section 15(2) of The Companies Act, 1948

CATA TEA & COFFEE

Limited

I, BRIAN GOLDSTEIN

of 25, THE GLADE, ILFORD, ESSEX.

do Solemnly and Sincerely Declare that I am (A) A Person named in the
Articles of Association as Secretary. (17)

of CATA TEA & COFFEE Limited,
and that all the requirements of the Companies Act, 1948, in respect of matters precedent
to the registration of the said Company and incidental thereto have been complied with,
and I make this Solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 64, Finsbury Pavement

in the County of London.

the 21st day of OCTOBER

One Thousand Nine Hundred and

sixty eight.

Before Me,

W. Shearns
A Commissioner for Oaths (B)

- (A) "A Solicitor of the Supreme Court Engaged in the Formation" or
"A Person named in the Articles of Association as a Director" or
"A Person named in the Articles of Association as Secretary".
(B) or a Notary Public or Justice of the Peace.

Presented for Filing by

EXPRESS COMPANY REGISTRATIONS LTD.,
70 FINSBURY PAVEMENT,
LONDON, E.C.2.
Telephone : NAT. 5434/5

EXPRESS COMPANY REGISTRATIONS LIMITED
COMPANY REGISTRATION AGENTS
70, FINSBURY PAVEMENT,
LONDON, E.C.2.

REGISTERED
21 OCT 1968
FORM NO. 31

No. of Company.

941325

/2

Form No. 25

CP1695

CATA TEA & COFFEE LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (Note—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)



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

The NOMINAL CAPITAL of the above-named Company is £100

Signature

REGISTERED
29 OCT 1968

Description

Secretary

Date

21/10/68

Presented for registration by

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£ 20.00

COMPANIES

THE COMPANIES ACT 1948 to 1967.

941325

3

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

CATA TEA & COFFEE LIMITED

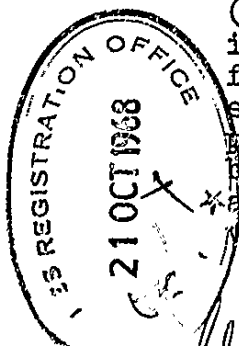
REGISTERED
29 OCT 1968

1. The name of the Company is "Cata Tea & Coffee Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(A) (1) To carry on the business of supplying fresh tea and ground coffee.

(2) To carry on business as caterers, proprietors of hotels, motels, restaurants, snack bars, and tea rooms, licensed victuallers, brewers, maltsters, wine and spirit merchants, distillers, mineral and aerated water manufacturers and importers, bakers, confectioners, pastry-cooks, sweet manufacturers, wholesale and retail tobacconists, ice-cream manufacturers, meat salesmen, butchers, fishmongers, fruiterers, greengrocers, dairy-men, gardeners, farmers, game and poultry dealers, corn dealers, food and provision dealers, hairdressers, manicurists, garage, cab, coach and omnibus proprietors, carriers, electricians, furniture makers, upholsterers, french polishers, builders, painters and decorators, builders' merchants, newsagents, book sellers and dealers in stationery, toilet goods, fancy goods, toys, greeting cards, wool and every kind of article of personal use or ornament.

(3) To carry on business as producers, manufacturers, importers, exporters and dealers in commodities, corn, flour, fruit, nuts, tea, coffee, vegetables, sauces, spices, pickles, jams, cheese, sugar, eggs, meat, poultry, fish, oils, starches, gelatines, glucose, bacon, milk, cream butter, bread, agricultural produce and products, general farm produce, groceries, provision and foodstuffs and commodities generally.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

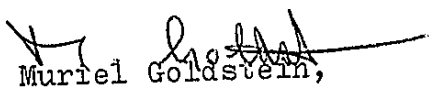
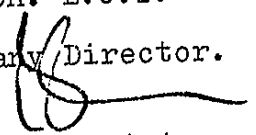
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) 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 foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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
 Muriel Goldstein, 70, Finsbury Pavement, Moorgate, London. E.C.2. Company Director. ✓	ONE
 Brian Goldstein, 70, Finsbury Pavement, Moorgate, London. E.C.2. Chartered Accountant. ✓	ONE

DATED the 21st day of October 1968.

WITNESS to the above signatures :



Suzan Ann Clements,
70, Finsbury Pavement,
Moorgate,
London. E.C.2.
Secretary.

941325 / 4

COMPANY LIMITED BY SHARES.

Articles of Association

OF

CATA TEA & COFFEE LIMITED

REGISTERED
29 OCT 1968

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part 2 of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following Clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or neice of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part 1 of Table A shall not apply to the Company.

GENERAL MEETING

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-
- (1) If he resigns his office by notice in writing to the Company.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
 - (4) If he becomes of unsound mind.
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

16. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, 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.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

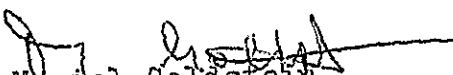
AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

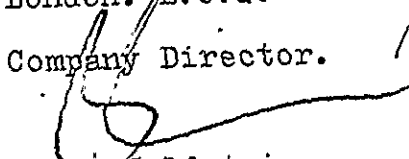

Muriel Goldstein,

70, Finsbury Pavement,

Moorgate,

London. E.C.2.

Company Director.


Brian Goldstein,

70, Finsbury Pavement,

Moorgate,

London. E.C.2.

Chartered Accountant. /

DATED the 21st day of October 1968.

WITNESS to the above signatures :



Suzan Ann Clements,

70, Finsbury Pavement,

Moorgate,

London. E.C.2.

Secretary.



CERTIFICATE OF INCORPORATION

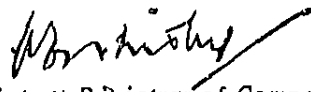
No. 941325

I hereby certify that

CATA TEA & COFFEE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 29TH OCTOBER, 1968.


Assistant Registrar of Companies

941325 | 29

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

CATA TEA & COFFEE LIMITED

At an Extraordinary General Meeting of the Company held on 2nd August, 1974, the following Resolution numbered 1 was passed as an Ordinary Resolution and those numbered 2 and 3 were passed as Special Resolutions:-

RESOLUTIONS

1. That the capital of the Company be increased to £200 by the creation of a further 100 Ordinary Shares of £1 each
2. That each of the 100 issued Ordinary Shares of £1 each in the capital of the Company be converted into 1 Deferred Ordinary Share of £1 having attached hereto the following rights:-
 - (i) as to dividends - the holders of the Deferred Ordinary Shares shall have no right to receive dividends
 - (ii) as to voting - the holders of the Deferred Ordinary Shares shall have



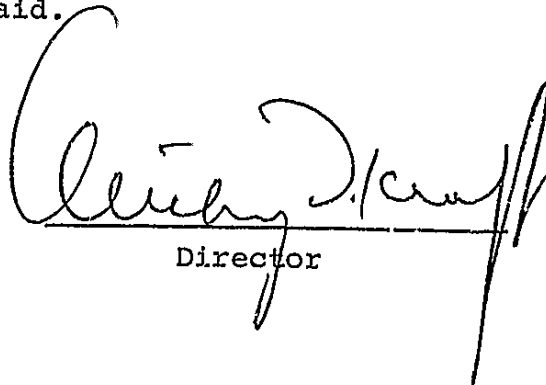
MACFARLANES, SOLICITORS
DOWGATE HILL HOUSE,
LONDON EC4R 2SY

no right to vote nor to receive notice
of or attend at meetings of the Company

- (iii) as to capital - on a return of assets
or upon liquidation the surplus assets of
the Company remaining after payment of
its liabilities shall be applied in the
following manner
- (i) in repaying to the holders of the
Ordinary Shares of £1 each one
hundred times the amount paid up on
such shares and then
 - (ii) in repaying to the holders of the
Deferred Ordinary Shares of £1
each the amount paid up on such shares

The holders of the Deferred Ordinary Shares
of £1 each shall not save as mentioned
above be entitled to share or participate
further or otherwise in such surplus assets

3. That upon the recommendation of the Directors
it is desirable to capitalise the sum of £100
(being part of the amount standing to the credit
of the general reserve of the Company) and
accordingly that the Directors be authorised
and directed to appropriate the said sum to the
holders registered immediately prior to the
passing of these Resolutions of the 100 issued
Ordinary Shares of £1 each in the capital of the
Company in proportion to their holdings of such
shares and to apply such sum on their behalf
in paying up in full 100 unissued Ordinary Shares
of £1 each to be allotted and distributed credited
as fully paid to and among the said holders in
the proportions aforesaid.


Director

No. of Company941325.....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of CompanyCATA TEA & COFFEE..... Limited*

hereby gives you notice that by ordinary/~~extraordinary~~/special** resolution of the company dated the
2nd August 1974....., the nominal capital of the company has been increased by the
addition thereto of a sum of £ 100..... beyond the registered capital of £ 100.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
100	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:-

(If any of the shares are preference shares state whether they are redeemable or not)

To rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company.

Signed [Signature]

State whether
Director or Secretary [Signature]

Date .. 16 September 1974

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by:

MACFARLANES,
DOWGATE HILL HOUSE,
LONDON EC4R 2SY

80L1



Presentor's reference: B/BC

Form No. 10

83 37

Reg. No. 941325

N/c 181040/1

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THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

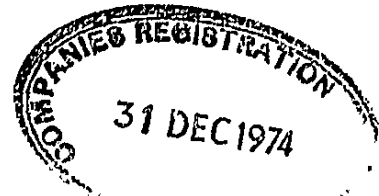
CATA TEA & COFFEE LTD.

At an Extraordinary General Meeting of the Company held on the 18th day of December, 1974 the following Resolution was passed as a Special Resolution :-

RESOLUTION

14

That the name of the Company be changed to ARA COFFEE SYSTEM LIMITED



Richard P. Atacko

Chairman

[Signature]



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 941325 / 33

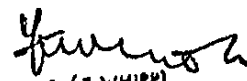
I hereby certify that

CATA TEA & COFFEE LIMITED

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

ARA COFFEE SYSTEM LIMITED

Given under my hand at London the **20TH JANUARY 1975**


(F. WHIPPS)

Assistant Registrar of Companies



No. 941325 / 55.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

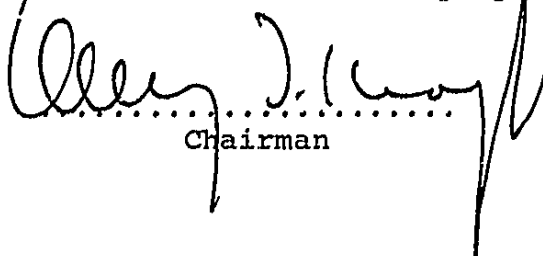
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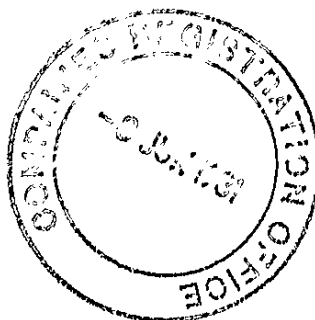
ARA COFFEE SYSTEM LIMITED

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

RESOLUTION

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


Chairman



MACFARLANES,
COWGATE HILL HOUSE,
LONDON EC4A 3BX

~~EXHIBITION~~

A

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

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

-of-

ARA COFFEE SYSTEM LIMITED

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall constitute the Articles of Association of the Company.
2. Regulations 24, 75, 77, 84 and 89 to 97 (inclusive) of Table A shall not apply to the Company.
3. The Company is a private company and accordingly:-
- (a) The Directors may, without assigning any reason, decline to register any transfer of shares.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article, be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
4. The share capital of the Company at the date of the adoption of these Articles is £200 divided into 100

Deferred Ordinary Shares of £1 each and 100 Ordinary Shares of £1 each.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Q

Alley J. Long

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

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

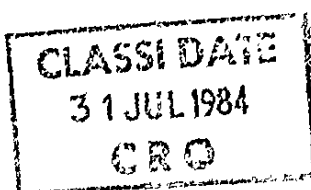
Present: Mr. A. T. Kraft
Mr. R. French

In Attendance: Mr. D. A. Green

RESOLUTION

The following resolution was passed as a special resolution:

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



A handwritten signature in dark ink, appearing to be "J. R. French".

CHAIRMAN