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NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents submitted are completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place no further onus on them. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

Number of
Company }

1204854 / /

THE COMPANIES ACTS 1948 to 1967

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

Insert the
Name of the
Company.

H.J. HEINZ PENSION TRUST

LIMITED

Presented by

Presentor's Reference HJS

Warmingtons & Hastings

Albany Courtyard, Piccadilly,

London, W1V 9RB.

Form No. 41
(No filing fee payable)

I, Harry John Skinner
of Albany Courtyard, London, W.1.

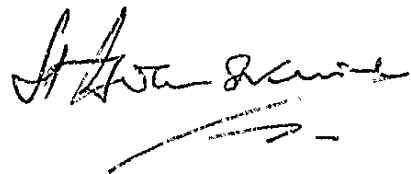
(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) Solicitor of
the Supreme Court engaged in the formation
of H.J. Heinz Pension Trust

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 39, Tennyson Avenue,
London, SW7

the 14th day of March
one thousand nine hundred and
Seventy-five



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

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

H. J. HEINZ PENSION TRUST LIMITED

Handwritten: H.J. Heinz
1. The name of the Company is "H. J. HEINZ PENSION TRUST 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 undertake and carry on the office or offices and duties of trustee of any pension or superannuation fund, scheme or arrangement or of any life assurance or benefit or welfare fund scheme or arrangement or of any debentures, debenture stock or other securities or obligations and generally to undertake and carry on the office or offices and duties of trustee, committee, attorney, nominee, executor, administrator or treasurer.

(B) To acquire and hold shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any government, sovereign, ruler, commissioners, trust, local authority or other public body, whether in the United Kingdom or

abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to effect with any insurance company or insurance office insurance contracts of any kind whatsoever.

- (C) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold for investment or trust purposes or otherwise any lands, houses, buildings and hereditaments of any tenure or any interest in the same and whether situate in the United Kingdom or abroad, and to exercise and enforce all rights and powers conferred by or incident thereto.
- (D) To receive the moneys, dividends, interest, income, bonuses, rents, profits and advantages of every description from time to time payable or receivable in respect of any investments.
- (E) To vary any investments from time to time.
- (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or likely to benefit any business in which the Company may be interested.
- (G) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and business of the Company for such consideration as may be thought fit, and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (H) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies.
- (I) To receive money on deposit or loan and to borrow and raise money in any manner and on any terms.
- (J) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is the holding company of the Company or which is a subsidiary of the Company or any such holding company and the wives, widows, families or dependants of any such persons

and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

- (K) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (L) To distribute among the members of the Company in specie any property of the Company.
- (M) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

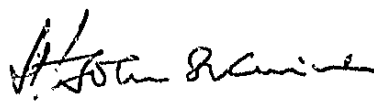
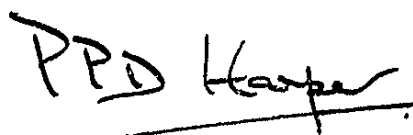
And it is hereby declared (A) that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate or whether domiciled in the United Kingdom or elsewhere, and (B) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.


Whenever the share capital of the Company is divided into several classes of shares, the special rights or privileges attached to any class may, at any time, as well before as during liquidation, be varied in manner provided by the Articles of Association of the Company for the time being but not otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
 HARRY JOHN SKINNER ALBANY COURTYARD, LONDON, W1V 9RB Solicitor	ONE
 PETER PHILIP DUDLEY HARPER ALBANY COURTYARD LONDON W1V 9RB Solicitor	ONE

Dated this 13th day of March, 1975.

Witness to the above Signatures—


 Albany Court Yard
 Piccadilly London W.1.
 Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

H. J. HEINZ PENSION TRUST LIMITED

1. Save in so far as they are excluded or varied hereby 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") shall apply to the Company. Except as otherwise stated references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

2. 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 and regulation 3 of Table A, shall be amended accordingly.

3. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

4. The Directors shall decline to register any transfer of any share or shares in the capital of the Company unless such transfer is accompanied by the consent in writing of all members of the Company to such registration and regulation 24 of Table A shall be deemed to be extended accordingly.

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

6. Subject to any direction of the Company in General Meeting all unissued shares shall be at the disposal of the Directors who may offer, allot, grant options over, or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

7. The following sentence shall be added at the end of regulation 5 of Table, A Part II: "Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney."

8. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number and regulation 75 of Table A shall be modified accordingly.

9. A Director shall not require any share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company and regulation 134 of Table A shall be modified accordingly.

10. A Director may vote in respect of any contract, appointment or arrangement in which he is interested and he shall be counted in the quorum present at the meeting. Regulation 84 of Table A shall be modified accordingly.

11. Any Director may at any time and from time to time appoint any other Director to be his alternate, and may at any time remove any such alternate and appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Company nor to appoint an alternate. A Director who is also an alternate shall be entitled in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, *ipso facto*, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the registered office.

12. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age, nor shall special notice be required of any resolution appointing or approving the appointment of a Director or any notice be required to state the age of the person to whom such resolution relates.

13. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the regulations of the Company for the time being vested in the Directors.

14. The proviso to regulation 79 of Table A shall be omitted.

15. Without prejudice to the provision of regulation 88 of Table A the office of Director shall be vacated if the Director is removed from office by notice in writing signed by all the members of the Company at the date of such notice.

16. Regulations 89 to 94 (inclusive) shall not apply to the Company and regulations 95 and 97 of Table A shall be modified accordingly.

17. Regulation 106 of Table A shall not apply. A resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

18. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any 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 themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

19. (A) The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is the holding company of the Company or which is a subsidiary of the Company or any such holding company, and the wives, widows, families or dependants of any such persons. The expressions "holding company" and "subsidiary company" shall have the meanings ascribed to them by section 154 of the Companies Act 1948.

(B) The Directors may also procure the establishment of and subsidy to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or of its members, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(C) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

20. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or such officer at the registered office of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Skinner

HARPER JOHN SKINNER
ALBANY COURTYARD
LONDON, W1V 9RB
Solicitor

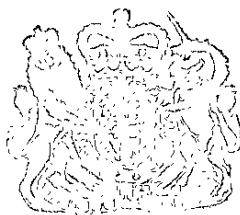
PPD Harper

PETER PHILIP DUDLEY HARPER
ALBANY COURTYARD
LONDON W1V 9RB
Solicitor

Dated this 13th day of March, 1975.

Witness to the above Signatures—

R. W. Horn
Albany Courtyard
Piccadilly London W.1.
Solicitor



CERTIFICATE OF INCORPORATION

No. 1204854

I hereby certify that

H.J. HEINZ PENSION TRUST 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 24TH MARCH 1975

A handwritten signature in cursive script, reading 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

1204854
36.

The Companies Acts 1948 to 1981

Company Limited by Shares

RESOLUTION

of

H. J. HEINZ PENSION TRUST LIMITED

Passed 25th. April 1984

At the Annual General Meeting of the above-named Company duly convened and held at Hayes Park, Hayes, Middlesex on the 25th. April 1984 the subjoined Resolution was duly passed as a Special Resolution:-

That the provisions of Section 14(1) of the Companies Act 1976 be excluded from applying to the Company.

CHAIRMAN

J. H. H. H.

1204854

1204854



Continuation Sheet -

Directors at date of Return.

ANDREW POTTS,

Thermal Engineer.

British

19, Benedict Way,
Modbury, Ivybridge, Devon.

Other Directorships - NONE

Part of Doc
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