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THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

For official use

150855/1



Name of Company

TRUSHELFCO (NO. 256)

Limited*

I, GLEN WILLIAM JAMESof 35 BASINGHALL STREET, LONDON, EC2V 5DBdo solemnly and sincerely declare that I am a Solicitor of the Supreme
Court engaged in the formationof TRUSHELFCO (NO. 256)

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 1835Declared at 73 Cheapsidein the City of Londonthe fourth day of SeptemberOne thousand nine hundred and seventy-ninebefore me A. LulleyA Commissioner for Oaths Solicitor

for Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presenter's name, address
and reference (if any) :Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB.

TB/AHW

For official use
General section

Postroom

1450855/3



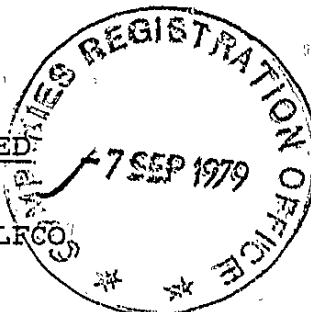
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

TRUSHELFCO (NO. 256) LIMITED



1. The name of the Company is "TRUSHELFCO (NO. **256**) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.
 - (B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
 - (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
 - (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any



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business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with, and assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.
- (T) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £2 divided into 2 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the 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.

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

T.G.M. Buckley
T.G.M. BUCKLEY Director

One

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

G.M. Ridley
G.M. RIDLEY Director

One

DATED the 4th day of September 1979

WITNESS to the above Signatures

A.H. WETTERN
A.H. WETTERN
35 Basinghall Street,
London EC2V 5DB

Solicitor's Articled Clerk

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TRUSHELFECO (NO. 256) LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, 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. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may consider expedient and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may consider it expedient not to commence or proceed with the same.

3. The share capital of the Company is £2 divided into 2 shares of £1 each.

4. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

GENERAL MEETINGS

5. Subject to the provisions of the Act a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened

1450855/4

and held. 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. Regulation 5 of Part II of Table A shall not apply.

DIRECTORS

6. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply.

7. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

8. The Directors may exercise all the powers of the Company to borrow or raise 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 (including its holding company). Regulation 79 of Table A shall not apply.

9. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to any Director or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person. Regulation 87 of Table A shall not apply.

10. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

11. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

12. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.

13. Regulations 89 to 97 (inclusive) of Table A shall not apply.

14. The last sentence of Regulation 98 of Table A shall not apply.

15. Notice of every general meeting shall be given to every Member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulations 131 and 134 of Table A shall be read and construed accordingly.

16. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

PROCEEDINGS OF DIRECTORS

17. A resolution in writing signed by all the Directors for the time being shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

18. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall, (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

19. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB
T.G.M. Buckley
T.G.M. BUCKLEY Director

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB
G.M. RIDLEY Director

DATED the 4th day of September 1979

WITNESS to the above Signatures :-

A.H. WETTERN
35 Basinghall Street,
London EC2V 5DB

Solicitor's Articled Clerk

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

G

Please do not
write in this
binding margin



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

*delete if
inappropriate

Company number

1450855/5

Name of Company

TRUSHELF CO (NO. 256) Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

35 BASINGHALL STREET
LONDON EC2V 5DB

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Slaughter and May
35 Basinghall Street
London EC2V 5DB

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any) :

TB/AHW

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	THOMAS GEORGE MCLEAN BUCKLEY	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	35 BASINGHALL STREET LONDON EC2V 5DB	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Please see attached list for directorships			
I hereby consent to act as director of the company named on page 1			
Signature		Date 4/9/1979	

Name (note 2)	GILES MARK RIDLEY	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	35 BASINGHALL STREET LONDON EC2V 5DB	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Please see attached list for directorships			
I hereby consent to act as director of the company named on page 1			
Signature		Date 4/9/1979	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin.

Important.
The particulars
to be given are
those referred to
in section 21 (2) (b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s), and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
TRUSEC LIMITED	
Former name(s) (note 3)	
Address (notes 4 & 7)	
35 Basinghall Street	
London EC2V 5DB	
I hereby consent to act as secretary of the company named on page 1	
FOR AND ON BEHALF OF	
TRUSEC LIMITED.	
Signature	Director Date 4/9/1979
Secretary	

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21 (3) of
the Companies
Act 1976

†delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature Stan M [Subscriber] [Agent]† Date 4/9/1979

Signature _____ [Subscriber] [Agent]† Date _____

LIST OF DIRECTORSHIPS

T.G.M. Buckley

Trucidator Limited
Alminex (U.K.) Limited
First Trucidator Trust Limited
Slaughter and May Services
Company Limited
Trucidator Nominees Limited
Trexco Limited
Trusec Limited
Trushelfco (No. 203) Limited
Trushelfco (No. 213) Limited
Trushelfco (No. 215) Limited
Trushelfco (No. 218) Limited
Trushelfco (No. 220) Limited
Trushelfco (No. 221) Limited
Trushelfco (No. 225) Limited
Trushelfco (No. 226) Limited
Trushelfco (No. 227) Limited
Trushelfco (No. 228) Limited
Trushelfco (No. 229) Limited
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Trushelfco (No. 237) Limited
Trushelfco (No. 238) Limited
Trushelfco (No. 239) Limited
Trushelfco (No. 240) Limited
Trushelfco (No. 241) Limited
Trushelfco (No. 242) Limited

G.M. Ridley

First Trucidator Trust Limited
Slaughter and May Services
Company Limited
Trucidator Nominees Limited
Trexco Limited
Trucidator Limited
Alminex (U.K.) Limited
Trushelfco (No. 220) Limited
Trusec Limited



CERTIFICATE OF INCORPORATION

No. 1456355

I hereby certify that

TRUSHELF CO (NO. 256) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 26TH SEPTEMBER 1979

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. of Company 1450855

114

THE COMPANIES ACTS 1948 to 1976
Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

TRUSHELCO (NO 256)

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an Ordinary Resolution of the Company dated the
Ninth day of January 1980 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 98
beyond the registered capital of £2

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each share

98

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 new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Those set out in the Memorandum and Articles of Association
of the Company.

37

Signature Richard Slater

State whether Director
or Secretary

Director

Dated the 9th day of January 1980

Presentor's Reference RS/AGB

Presented by

Slaughter and May

35 Basinghall Street,

London, EC2V 5DB

(see notes overleaf)

2311
No. 1450855 / 13

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TRUSHELFCO (No.256) LIMITED

(Passed on 9th Jan 1980)

At an Extraordinary General Meeting of the above named Company duly convened and held on 9th Jan, 1980 the following Resolutions were passed:

1.

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased to £100 by the creation of 98 shares of £1 each.

2.

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered as to the objects of the Company by adding sub-clauses 3(AA), (BB), (CC), (DD), and (EE), so that the amended Memorandum is in the form of the document attached hereto, and which was produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification.

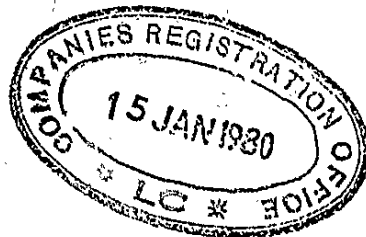
Chairman

[Signature]

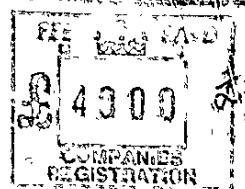
87

SLAUGHTER AND MAY
35, BASINGHALL STREET,
LONDON EC2V 5DB

RS/AGB



No. 1450855



THE COMPANIES ACTS 1948 TO 1976

SPECIAL RESOLUTION

of

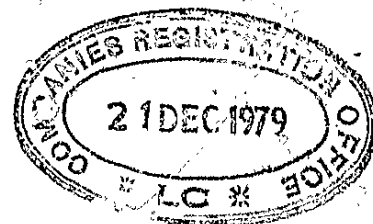
TRUSHELFCO (NO:256) LIMITED

(Passed the 21th day of December, 1979)

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held on the 21th day of December, 1979, the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to KINGSTON ROAD STAINES LIMITED".

Richard Slater
for TRUSHELFCO (NO:256) LIMITED
Chairman of the Meeting



PA



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

COPY

No. 1450855

I hereby certify that

TRUSHELFCO (NO. 256) LIMITED

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

KINGSTON ROAD STAINES LIMITED

Given under my hand at Cardiff the

14TH JANUARY 1980

E. A. WILSON

Assistant Registrar of Companies

No. 1450855

15

Increase noted
Cap/sec.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TRUSHELF CO (No. 256) LIMITED

(Passed on 9th Jan 1980)

At an Extraordinary General Meeting of the above named Company duly convened and held on 9th Jan 1980 the following Resolutions were passed:

1.

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased to £100 by the creation of 98 shares of £1 each.

2.

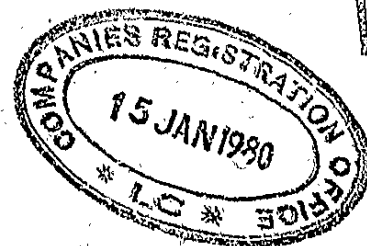
SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered as to the objects of the Company by adding sub-clauses 3(AA), (BB), (CC), (DD), and (EE), so that the amended Memorandum is in the form of the document attached hereto, and which was produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification.

Chairman

SLAUGHTER AND MAY
35, BASINGHALL STREET,
LONDON EC2V 5DB

RE/AGB



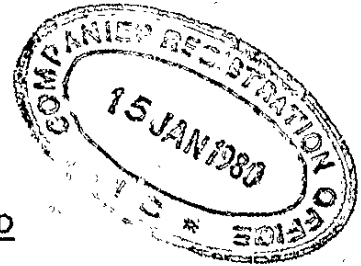
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

TRUSHELFCO (NO. 256) LIMITED



1. The name of the Company is "TRUSHELFCO (NO. 256) LIMITED".

2. The registered office of the Company will be situate in England.

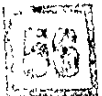
3. The objects for which the Company is established are:-

+(AA) To erect and construct houses, offices, shops, halls and buildings or works of every description on any land of the Company or upon any other lands or property, and to pull down, demolish, remove, rebuild, enlarge, alter and improve in any way existing houses, offices, shops, halls and buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences and generally to deal with and improve the property of the Company or any other land or property.

+(BB) To sell, lease, let, mortgage or otherwise dispose of lands, houses, offices, shops, halls or buildings and other property of the Company.

+(CC) To enter into, participate in and terminate any joint venture, partnership or other arrangement for the development or improvement of any property, whether or not owned by the Company, and to enter into any Loan Agreement, or other form of financial accommodation with any person for the purpose of financing such development or improvement.

+(DD) To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of managers, stewards, receivers or otherwise, and to give notice to and, where necessary negotiate with tenants of the Company for the purpose of obtaining vacant possession of any of the Company's property.



+(EE) To contract with building and other contractors, and with architects, surveyors and other professional advisors for the purpose of any project undertaken by the Company.

(A) To carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.

(B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

(C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

(D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

(E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.

(F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another

subsidiary of a holding company of the Company or otherwise associated with the Company.

- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with, and assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.

- (T) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above,

or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

- (Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

*5. The share capital of the Company is £2 divided into 2 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

* By a Resolution passed on _____, 1980 the authorised share capital of the Company was increased to £100 by the creation of 98 shares of £1 each.

Note: The paragraphs marked + were added by a Special Resolution passed on _____, 1980.

NO. 1450855;

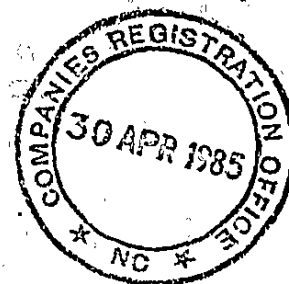
THE COMPANIES ACTS - 1948 to 1976

SPECIAL RESOLUTION:

of

KINGSTON ROAD STAINES LIMITED.

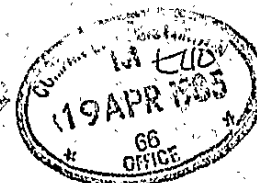
(Passed the 27th day of March 1985).



At the Extraordinary General Meeting of the Members of the above named Company, duly convened and held on the 27th March 1985, the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to

GOWRINGS FOOD SERVICES LIMITED



Banc
003324
tuo



John Gaurles

CHAIRMAN OF THE MEETING

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1450855

I hereby certify that

KINGSTON ROAD STAINES LIMITED

having by special resolution changed its name, is now

incorporated under the name of

GOWRINGS FOOD SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8TH MAY 1985

A handwritten signature in cursive script, reading "Mrs. C. Israel".

MRS. C. ISRAEL

an authorised officer

THE COMPANIES ACT 1985.
COMPANY LIMITED BY SHARES.

1450855
33

RESOLUTIONS
of
GOWRINGS FOOD SERVICES LIMITED.

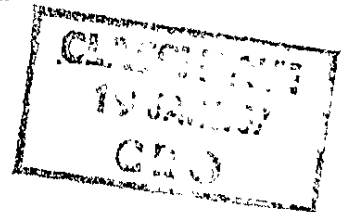
Passed 31st December 1986.

At an Extraordinary General Meeting of the above-named Company held at The Grange, Thatcham, Berks on 31st December 1986 the following Special Resolution was duly passed:-

That the Articles of Association in the form annexed hereto and initialled by the Secretary for the purposes of identification be adopted as the Articles of Association of the Company and that the Share Capital of the Company be increased to £1,000 divided into 500 'A' Ordinary Shares of £1 each (such designation to include the 50 Ordinary Shares held by Gowrings) and 500 'B' Ordinary Shares of £1 each (such designation to include the 50 Ordinary Shares held by Mr. Crossen).


CHAIRMAN

Registered No 1450855



ARTICLES OF ASSOCIATION

of

GOWRINGS FOOD SERVICES LIMITED -1450855

Adopted on 3rd December 1986

PRELIMINARY

1. The Regulations contained or incorporated in Table A scheduled to the Companies (Tables A-F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these Articles of Association (such Regulations as so altered being hereinafter called "Table A"), (except as hereinafter modified and except for Regulations 2, 3, 8 to 11 inclusive, 16, 18 to 22 inclusive, 32 to 34 inclusive, 40, 41, 50, 54, 57, 58, 64, 73 to 76 inclusive, 78 to 80 inclusive, 88, 89, 90, 91 and 93 of Table A which Regulations shall not apply to the company) shall, except where they are excluded or modified by these Articles, apply to the company and with the following Articles shall constitute the Articles of Association of the company.

SHARE CAPITAL

2. The share capital of the company at the date of adoption of these Articles is £[1000] divided into [500] "A" Shares of £1 each and [500] "B" Shares of £1 each. Save as otherwise provided in these Articles the "A" Shares and the "B" Shares shall rank pari passu in all respects but shall constitute separate classes of shares.

SHARES

3. Subject to any direction to the contrary which may be given by ordinary or other resolution of the company, and subject to any statutory provision, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to persons who at the date of such offer, allotment, grant or disposal are members of the company, at such times and for such consideration and upon such terms and conditions as the Directors may determine. The Directors are by this Article authorised to exercise all powers of the company to allot all the relevant securities (within the meaning of Section 80 of the Companies Act 1985). Such

authority shall, save as mentioned above, be unconditional and for the exercise of such power generally. The maximum amount of relevant securities that may be the subject of allotment (within the meaning of the said Section 80) under such authority shall be £[900], being the amount by which the nominal amount of the authorised share capital of the company at the date of the adoption of these Articles exceeds the nominal amount of the shares in issue on such date and, unless renewed, such authority will expire on the date five years from the date of the adoption of these Articles, save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly. The amount of a relevant security shall in the case of a share in the company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the company mean the nominal amount of shares in the company which would be required to satisfy such right (assuming full exercise).

TRANSFER OF SHARES

4. No member may create or dispose of any interest (whether legal or beneficial) in any shares in the capital of the Company except in accordance with the following provisions:-

- (1) Any member wishing to dispose of any interest in any or all of his shares shall give notice in writing (in this Article called a "transfer notice") to the company of such desire or requirement. Such notice shall specify the price per share at which he is prepared to sell his shares and shall constitute the company his agent for the sale of the shares to any member or members of the company willing to purchase them (in this Article called the "purchasing members") at the offer price. The member wishing to dispose of his shares or any interest therein shall, in these Articles, be called the "proposing transferor". A transfer notice shall not be revocable.
- (2) Within seven days after receipt by the company of a transfer notice the company will offer the shares comprised therein at the offer price to the remaining members in proportion (as nearly as may be) to the number of shares held by them respectively. Every such offer shall be made in writing specifying the number of shares offered (in this Article called the "proportionate entitlement"). Every such

offer shall be open for acceptance in whole or in part within twenty one days from the date of despatch.

- (3) At the expiration of such twenty one days, the Directors shall allocate to each purchasing member his proportionate entitlement or such lesser number of shares for which he may have applied.
- (4) Within seven days of the expiry of the twenty one day period under paragraph (2) of this Article in which applications from purchasing members can be made, the company shall notify the proposing transferor and all purchasing members of details of the applications which have been made and of the allocations made as between purchasing members under paragraph (3).
- (5)
 - (a) If all the shares comprised in the transfer notice are not taken up by the purchasing members, then the Directors will offer such remaining shares to any person nominated by them at the offer price. The Directors shall nominate a person or persons willing to purchase the offered shares (in whole or in part) (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor the purchaser shall pay the offer price to the proposing transferor within 30 days of the notice being given to the proposing transferor.
 - (b) If within twenty one days after allocation of the shares under paragraph (3) above the proposing transferor shall not receive notice that any unallotted excess shares have been taken up by a person or persons nominated by the Directors, he may within one calendar month from the end of the said twenty-one day period, sell or dispose of the offered shares, or so many thereof as shall not have been allocated as aforesaid, to any other person at a price not less than the price stated in the applicable transfer notice.
- (6) The proposing transferor shall be bound, upon payment of the offer price, forthwith to transfer the shares which have been allocated to the purchasing members pursuant to paragraph (3) above to such purchasing members or to the purchaser pursuant to paragraph (5)

above. If, after becoming so bound, the proposing transferor makes default in transferring the shares, the company may receive the purchase money and the proposing transferor shall be deemed to have appointed any one director or the Secretary as his agent to execute a transfer of the shares to the purchasing members or the purchaser, as the case may be, and, upon execution of such transfer, the company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to each purchasing member or purchaser and, after his name has been entered in the register of members of the Company, the validity of the proceedings shall not be questioned by any person.

PROCEEDINGS AT GENERAL MEETINGS

5. No business shall be transacted by any General Meeting unless a quorum is present at the commencement of the meeting and also when such business is voted on. The quorum at any General Meeting or adjourned General Meeting shall be two persons, of whom one shall be a holder or a proxy for or an authorised representative of a holder of "A" Shares and the other shall be a holder or a proxy for or an authorised representative of a holder of "B" Shares. If within five minutes (or such longer time as the other members present may all agree to wait) from the time appointed for any General Meeting a quorum is not present, the meeting shall be dissolved.

6. In these Articles the expression "authorised representative" means a representative appointed in manner provided by Section 375(1)(a) of the Companies Act 1985 (the "Act") by a body corporate which is a member of the company or a person authorised in writing to act on behalf of a body corporate which is a member of the company by a director or secretary of that body corporate.

7. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy or by any authorised representative. Regulations 46 to 48 of Table A shall be modified accordingly.

8. Any resolution in writing as is referred to in Regulation 53 of Table A may consist of several documents in a like form each signed by one or more of the members or by an authorised representative of a member.

9. On a show of hands every member present in person or by proxy or by authorised representative shall have

one vote and on a poll every member present in person or by proxy or by authorised representative shall have one vote for each share of which he is the holder. Provided that if any resolution is proposed at a General Meeting:-

- (i) to make any alteration in the Memorandum or Articles of Association of the company, or
- (ii) to make any increase or reduction or any alteration in the authorised share capital of the company or any of the rights attaching thereto or to any part thereof, or
- (iii) to put the company into winding-up,

then any member voting against such resolution (whether on a show of hands or a poll) shall be entitled to cast such number of votes as is necessary to defeat such resolution, and provided also that no shares of any one class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of shares of any other class.

10. Regulation 62 of Table A shall be modified by the deletion of the words "not less than 48 hours" and "not less than 24 hours".

DIRECTORS

11. The number of directors shall not be less than two. The first directors shall be appointed in writing by the subscribers of the Memorandum of Association. No person shall be disqualified from being or becoming a director of the company by reason of his attaining or having attained the age of seventy years or any other age.

12. (A) The holders of a majority of the "A" Shares shall be entitled to appoint three persons to be directors of the company (any such directors so appointed being called "A" directors) and the holders of a majority of the "B" Shares shall be entitled to appoint three persons to be directors of the company (any such directors so appointed being called "B" directors).

(B) Any "A" director may at any time be removed from office by the holders of a majority of the "A" Shares and any "B" director may at any time be removed from office by the holders of a majority of the "B" Shares.

(C) If any "A" director or any "B" director shall die or be removed from or vacate office for any cause the holders of a majority of the "A" Shares (in the case of an "A" director) or the holders of a majority of the

"B" Shares (in the case of a "B" director) may appoint in his place another person to be an "A" director or a "B" director (as the case may be).

(D) Any appointment or removal of a director pursuant to this Article shall be in writing served on the company and signed by or on behalf of the holders of a majority of the issued "A" Shares or "B" Shares (as the case may be).

(E) The right to appoint "A" or "B" directors under this Article shall be a class right attaching to the "A" and "B" Shares respectively.

(F) No "A" director or "B" director shall be appointed or removed otherwise than pursuant to this Article, save as provided by law.

PROCEEDINGS OF DIRECTORS

13. Subject as hereinafter provided the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. No business shall be transacted at any meeting of the directors unless a quorum is present at the commencement of the meeting and also when such business is voted on. The quorum, save in the limited circumstances referred to in Article 15 below, shall be two directors, of whom one at least shall be an "A" director and one at least a "B" director.

14. A committee of the directors must, save in the limited circumstances referred to in Article 15 below, include at least one "A" director and at least one "B" director, and its quorum shall be the same as for a meeting of the directors.

15. In the event that three successive meetings of the Board of Directors are held to be inquorate due to the non attendance of either all the "A" directors or all the "B" directors (the "Absentee Directors") and provided that proper notice of such board meetings had been given to the Absentee Directors, then any two of the other directors shall be a quorum ("a Special Quorum") for the purposes of holding a board meeting notwithstanding that both such directors are either both "A" directors or both "B" directors. Provided however that

- [(i) the business carried on at a board meeting held on a Special Quorum must be restricted solely to operational matters necessary to maintain the efficient running of the company's business;]

- (ii) notice of all such meetings held on a Special Quorum and the minutes resulting therefrom must be sent to all the directors of the company within 14 days.

16. Resolutions made at any meeting of the directors or at any committee of the directors shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. If at any time at or before any meeting of the directors or of any committee of the directors, any "A" director or any "B" director should request that such meeting should be adjourned or reconvened to another time or date (whether to enable further consideration to be given to any matter or for other directors to be present or any other reason, which he need not state) then such meeting shall be adjourned or reconvened accordingly, and no business shall be conducted or proceeded with at that meeting after such request has been made.

17. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject where applicable to such prior disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted; and he shall be taken into account in ascertaining whether a quorum is present. Regulation 97 of Table A shall not apply.

18. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held, and may consist of several documents in a like form each signed by one or more of the directors.

19. A director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the directors. Notice of a meeting of the directors shall be sufficiently given to a director who is absent for the time being from the United Kingdom if sent to or left at an address within the United Kingdom notified by him for the purpose to the secretary of the company three days prior to the date of the meeting. It shall not be necessary to give notice of a meeting of the directors to any director who, being absent from the United Kingdom, has not notified such an address as aforesaid.

DISQUALIFICATION OF DIRECTORS

20. The office of a director shall be vacated in any of the following events, namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the company or tendered at a meeting of the Board;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Board resolves that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a director;
- (e) if he ceases to be a director by virtue of any statute or is removed from office pursuant to these Articles.

ALTERNATE DIRECTORS

21. Each director shall have the power to appoint any person to act as alternate director in his place during his absence and at his discretion to remove such alternate director, and on such appointment being made the alternate director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other directors of the company, and each alternate director, while so acting, shall exercise and discharge all the functions powers and duties of the director whom he represents. Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate. An alternate director shall ipso facto cease to be an alternate director if his appointment ceases for any reason to be a director. All appointments and removals of alternate directors shall be effected by instrument in writing delivered to the registered office of the company and signed by the appointor. An alternate of an "A" director shall for the purpose of these Articles be regarded as an "A" director and an alternate of a "B" director shall for the purpose of these Articles be regarded as a "B" director.

POWERS OF DIRECTORS

22. The directors on behalf of the company may exercise all the powers of the company to grant pensions annuities or other allowances and benefits in favour of any person including any director or former director or the relations, connections or dependants of any director or former director. A director or former director shall not be accountable to the company or the members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not

disqualify any person from being or becoming a director of the company.

23. The directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the company's cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

WPG3314.86D



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

[1316]

1450855

Name of company

* Insert full name
of company

*

GOWRINGS FOOD SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31st December 1986 the nominal capital of the company has been
increased by £ 900 beyond the registered capital of £ 100

§ 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 (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf



† delete as
appropriate

Signed

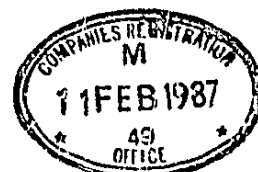
[Director][Secretary]† Date

9th Feb 1987

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

For official Use
General Section

Post room



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

138

1450855

Name of company

*
GOWKINS FOOD SERVICES LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22/5/87 the nominal capital of the company has been
increased by £ 199,000 beyond the registered capital of £ 1000

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

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

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

Signed

[Signature]

Designation†

SECRETARY

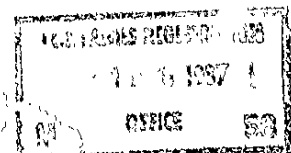
Date

12/8/87

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

For official Use
General Section

Post room



NO OF COMPANY 1450855/37

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GOWRINGS FOOD SERVICES LIMITED

PASSED THE 27th DAY OF MAY 1987

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY,

DULY CONVENED AND HELD AT THE GRANGE, LOWER WAY, THATCHAM, BERKS

ON THE 27TH DAY OF MAY 1987

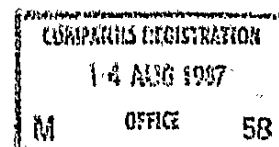
THE FOLLOWING RESOLUTION WAS DULY PASSED:-

That the share capital of the Company be increased by £199,000 to £200,000 shares of £1 each divided into 100,000 'A' Ordinary Shares of £1 each (such designation to include the 50 Ordinary Shares held by Gowrings) and 100,000 'B' Ordinary Shares of £1 each (such designation to include the 50 Ordinary Shares held by Mr. Crossen).

SIGNED.....

SECRETARY OF THE COMPANY

DATE.....27/5/87.....



1450555

THE COMPANIES ACT 1985

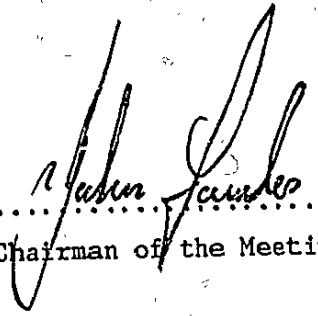
SPECIAL RESOLUTION

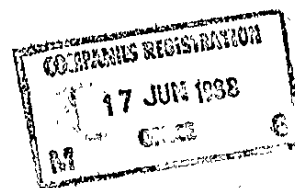
OF

GOWRINGS FOOD SERVICES LIMITED

At an Extraordinary General meeting of the above-named Company duly convened and held on 18th DAY, 1988 the following Resolution was duly passed as a Special Resolution:

1. THAT the Articles of Association annexed hereto be adopted by the Company in substitution for the current Articles of Association of the Company with effect from the close of this meeting.


.....
Chairman of the Meeting



ARTICLES OF ASSOCIATION

of

GOWRINGS FOOD SERVICES LIMITED

(Articles adopted on 18th May, 1988)

Adoption of Table A

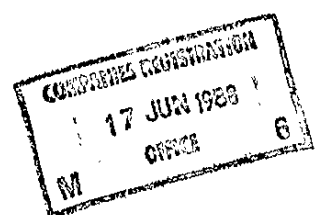
1. In these articles "Table A" means Table A scheduled to The Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred



on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.

Exclusions of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

Transfer of shares

7. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

8. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

Votes of members

9. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

10. Regulation 57 of Table A shall not apply.

Delivery of proxies

11. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place

or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

Alternate directors

12. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

Power to provide for employees

13. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Delegation of directors' powers

14. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

Appointment and removal of directors by majority shareholders

15. Any member holding, or any members holding in aggregate, a

majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

Appointment of directors by board

16. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

No age limit or share qualification

17. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

Exclusion of rotation requirements and other provisions

18. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

Disqualification and removal of directors

19. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

Directors' gratuities and pensions

20. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

Notice of board meetings

21. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

Participation in board meetings by telephone

22. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

Directors may vote when interested

23. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

Official seal

24. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

Notices

25. Any notice or other document may be served on or delivered to

any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of service

26. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

Company Number: 1450855

RECORD OF WRITTEN RESOLUTIONS OF
GOWRINGS FOOD SERVICES LIMITED

The Resolutions set out on the attached copy document were passed as Written Resolutions pursuant to Section 381A of the Companies Act 1985. The date of the Resolutions, being the date of the last signature, was 28th June 1991.

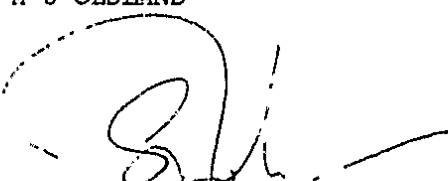
A copy of the proposed Resolutions was delivered to the Auditors of the Company on 3rd June 1991, and became effective on 28th June 1991, pursuant to Section 381B of the Companies Act 1985 when the Company received notice from its Auditors of their consent to the Resolutions.

The signatures on the Written Resolutions were those of the persons set out below being all those Members who, at the date of the Resolutions, were entitled to attend and vote at a General Meeting.

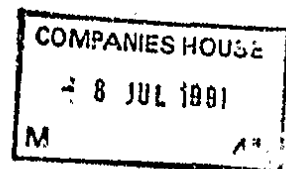
Name of Signatory: S J FOALE
For and on behalf of Gowrings PLC

Name of Signatory: M J OLDLAND

Signed:


.....
Company Secretary

Date: 1st July 1991



Company number: 1450855

Company: Gowrings Food Services Limited

1. SECTION 366A - ELECTION TO DISPENSE WITH ANNUAL GENERAL MEETING

"ELECTIVE RESOLUTION"

"That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked."

2. SECTION 252 - ELECTION TO DISPENSE WITH LAYING OF ACCOUNTS
AND REPORTS BEFORE GENERAL MEETING

"ELECTIVE RESOLUTION"

"That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting."

3. SECTION 386 - ELECTION TO DISPENSE WITH
ANNUAL APPOINTMENT OF AUDITORS

"ELECTIVE RESOLUTION"

"That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually."

