

Private & Confidential

No. 2455786

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

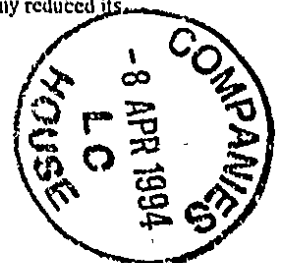
of

NORTHERN FOODS (GROUP SERVICES)

(adopted by Special Resolution passed on 31st March 1994)

- 1 Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.
- 2 The words "at least seven clear day's notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.
- 3¹ The share capital of the Company is £78,726,998 divided into 78,726,998 shares of £1 each.
- 4 The Company may by special resolution:

1 The Company was originally incorporated with an authorised capital of £1000 divided into 1000 shares of £1 each. By Special Resolution passed on 3rd May 1990 this was increased to £165 million divided into 165 million shares of £1 each. By Special Resolution passed on 26th November 1990 it was increased to £190 million divided into 190 million shares of £1 each. By Special Resolution passed on 22nd February 1991 it was increased to £300 million divided into 300 million shares of £1 each. By Special Resolution passed on 6th December 1991 it was increased to £600 million divided into 600 million share of £1 each. By Special Resolution passed on 31st March 1994 the Company reduced its share capital to £78,726,998 divided into 78,726,998 shares of £1 each.



- lms
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - (e) reduce its share capital and any share premium account in any way.