

Company No. 02592804

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

**FORTH VALLEY FOODS LIMITED (to be
renamed SAN CARLO FOOD GROUP UK LIMITED)**



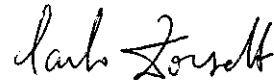
The following Resolutions of the Sole Member of the Company were passed as written Resolutions on 7th November 2000:-

"We confirm that the written Resolutions are passed in accordance with regulation 53 of Table A of the Companies Act 1985, which is embodied in the Articles of Association of the Company.

We, the undersigned, being the Sole Member of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, **HEREBY PASS** the following Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. **IT IS RESOLVED** that the authorised share capital be increased from £100 to £50,000 by the creation of an additional 49,900 Ordinary Shares of £1 each ranking pari passu in all respects with the existing shares of £1 each in the capital of the Company.

2. **IT IS RESOLVED** that the Directors of the Company be and are hereby unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to allot all shares in the authorised share capital of the Company which are unissued at the time of the passing of this Resolution at any time or times during the period of five years from the date hereof."



.....
Company Secretary