

Company number: 02953704

**THE COMPANIES ACT 1985  
(AS AMENDED BY THE COMPANIES ACT 1989)**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

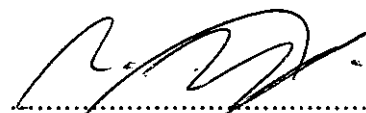
of

**BEECHFIELD BRANDS LIMITED**

We, the undersigned, being the only member for the time being entitled to receive notice of and to attend and vote at general meetings of the above-named private company (the "**Company**"), hereby agree that the following resolutions shall have effect as special resolutions in accordance with section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) (the "**Act**"):

1. **THAT** all of the authorised share capital of the Company be reclassified so that the capital of the Company consists of 1,000 ordinary shares of £1.00 each.
2. **THAT** the regulations contained in the draft annexed to these written resolutions be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

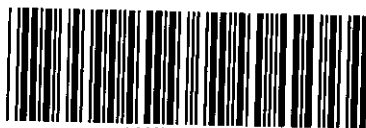
Signed:



.....  
Roger McHugh, director, duly  
authorised for and on behalf of  
**BEECHFIELD BRANDS HOLDINGS LIMITED**

Dated: 5 March 2007

SATURDAY



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COMPANIES HOUSE

**THE COMPANIES ACT 1985  
(AS AMENDED BY THE COMPANIES ACT 1989)**

**COMPANY LIMITED BY SHARES**

**NEW ARTICLES OF ASSOCIATION**

of

**BEECHFIELD BRANDS LIMITED**

(Adopted by special resolution passed on 5 March 2007)

**1. PRELIMINARY**

**1.1 Interpretation**

In these articles:

- (a) "Table A" means the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended);
- (b) words and expressions bear the same meaning as they would do if contained in Table A;
- (c) headings are included only for convenience and shall not affect meanings; and
- (d) references to regulations are to regulations in Table A unless otherwise stated.

**1.2 Table A to apply**

Table A shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and Table A (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company.

**2. SHARE CAPITAL**

**Authorised share capital**

The share capital of the Company at the date of the adoption of this article is £1,000 divided into 1,000 ordinary shares of £1 each.

3. **LIEN**

The lien conferred by regulation 8 shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any persons indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

4. **CALLS**

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. **TRANSFER OF SHARES**

The directors shall have the right in their absolute discretion and without assigning any reason therefor to refuse to register a transfer of shares. Regulation 24 shall not apply.

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 **Quorum at adjourned meeting**

If a quorum is not present at any adjourned meeting as is referred to in regulation 41, then, provided that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held.

6.2 **Written resolution**

A resolution in writing may be signed on behalf of a corporation by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply with necessary changes to resolutions in writing of any class of members of the Company.

6.3 **Conference telephones**

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest

group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

#### **6.4 Single member**

If and for so long as the company has only one member:

- (a) if that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act;
- (b) any decision taken by a sole member pursuant to the preceding subparagraph shall be recorded in writing and delivered by that member to the company for entry in the company's minute book;
- (c) if that member is also a director of the company and enters into a contract with the Company (other than a contract entered into in the ordinary course of business), the terms of the contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of the directors following the making up of the contract;
- (d) regulation 57 shall not apply;
- (e) at a meeting that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum and regulation 40 shall be amended accordingly; and
- (f) all provisions of these articles and of Table A shall be construed so as to be consistent with the Company only having one member.

#### **6.5 Proxies**

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting. Regulation 62 shall not invalidate such an instrument.

### **7. DIRECTORS**

#### **7.1 Number of directors**

The number of directors (unless the shareholders of the Company otherwise determine by ordinary resolution) shall not be fewer than one but shall not be subject to any maximum. Regulation 64 shall be modified accordingly. If there is only one director of the Company the quorum for the transaction of the

business by the directors shall be one. Regulation 89 shall be modified accordingly.

**7.2 Appointment of directors**

A member or members holding 75% or more of the voting rights in the Company may from time to time by notice to the Company appoint any person to be a director and to remove from office any director so appointed and to appoint another person in his place.

**7.3 No age limit for directors**

Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

**7.4 No retirement by rotation**

The directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded.

**7.5 Disqualification and removal of directors**

The office of director shall be vacated:

- (a) if any of the events specified in regulation 81 occur;
- (b) if he shall in writing offer to resign and the directors shall resolve to accept such offer;
- (c) if he becomes incapable by reason of illness or injury of managing and administering his property and affairs; or
- (d) if he shall be removed from office by notice in writing signed either by all his co-directors (being at least two in number) or by a member or members holding 75% or more of the voting rights in the Company, but so that if the director holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

**7.6 Remuneration of directors**

Any director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine. Regulation 82 shall be extended accordingly.

## **7.7 Directors' interests**

A director may (and any firm or company of which he is a partner or member or director may) act in a professional capacity for the Company or any body corporate in which the Company is in any way interested subject to disclosure of interest in terms of regulation 85.

On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

## **7.8 Conference telephone meetings**

Any director may participate in a meeting of directors or of a committee of the directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

## **8. THE SEAL**

If the Company does not have a common seal regulation 1 shall be amended accordingly, the obligation in regulation 6 relating to the sealing of a share certificate shall not apply and regulation 101 shall not apply.

## **9. DIRECTORS' BORROWING POWERS**

The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act 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.

## **10. NOTICE**

- 10.1 In accordance with regulation 111 any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

- 10.2 Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile. Regulation 112 shall not apply.
- 10.3 The address for service of any notice shall be as follows:
- |  |   |
|--|---|
| in the case of a member or his legal personal representative or trustee in bankruptcy: | such member's address as shown in the Company's register of members of the Company;       |
| in the case of a director:   | his last known address or at the address notified by him to the Company for that purpose; |
| in the case of a meeting of the directors:   | the place of the meeting;   |
| in the case of the Company:  | its registered office; and  |
| in the case of any other person:   | to his or its last known address.   |
- 10.4 Any notice to be given under these articles shall be deemed to have been served and be effective:
- (a) if delivered personally, at the time of delivery;
  - (b) if posted, on receipt or at the expiry of two Business Days (or in the case of airmail four Business Days) after it was posted, whichever occurs first;
  - (c) if sent by telex or facsimile, at the time of transmission (if sent during normal business hours, that is 9.30 to 17.30 local time in the place to which it was sent) or (if not sent during such normal business hours) at the beginning of the next day in the place to which it was sent; and
  - (d) if sent by cable or telegram, at the time of delivery.
- 10.5 For the purposes of the preceding article, "**Business Day**" means any day other than a Saturday, Sunday or any day which is a public holiday in the place or places at which the transaction or notice in question is being effected.

- 10.6 In proving such service it shall be sufficient to prove that personal delivery was made, or that the notice was properly addressed stamped and posted or in the case of a telex that the intended recipient's answerback code is shown on the copy retained by the sender at the beginning and end of the message or in the case of a facsimile that an activity or other report from the sender's facsimile machine can be produced in respect of the notice showing the recipient's facsimile number and the number of pages transmitted. Regulation 115 shall not apply.
- 10.7 Any notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from the person giving the notice. The signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its authorised corporate representative.
- 10.8 In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the register of members of the Company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.
- 10.9 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 facsimile 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 retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

## 11. INDEMNITY

- 11.1 Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.



- 11.2 Without prejudice to the provisions of regulation 87, or to the preceding article, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of any relevant company (as defined in the following article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any relevant company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to any relevant company, or any such pension fund or employees' share scheme.
- 11.3 For the purpose of the preceding article, "**relevant company**" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body.