

04-10-96

Company No: 3031294

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

Private Company Limited by Shares

ELECTIVE RESOLUTIONS

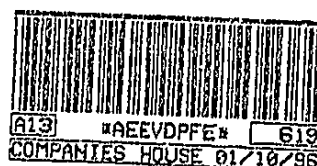
OF

J R HOLLAND (FOOD SERVICES) LIMITED

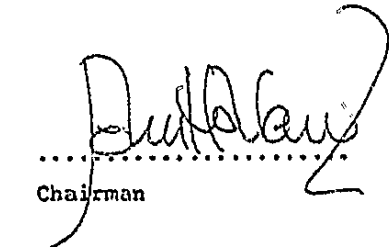
At an Extraordinary General Meeting of the above-named Company duly convened and held at 245 Dukesway, Team Valley Trading Estate, Tyne & Wear on *25th September* 1996 the following Resolutions were duly passed as Elective Resolutions of the Company:-

Elective Resolutions

1. That with effect from the date of the passing of this Elective Resolution, and in accordance with the provisions of Section 366A of the Companies Act 1985, the Company shall not hold Annual General Meetings.
2. That, with effect from the date of the passing of this Elective Resolution, and in accordance with the provisions of Section 252 of the Companies Act 1985, the Directors shall not be required to lay accounts and reports before the Company in General Meetings Provided that this Elective Resolution shall not apply to accounts and reports for any financial period ended before the date of the passing of this Elective Resolution.



3. That with effect from the date of the passing of this Elective Resolution, and in accordance with the provisions of Section 168 of the Companies Act 1985, the Company shall dispense with the obligation to re-elect the auditors of the Company annually, and accordingly the Company's auditors shall remain in office until the Company or the auditors otherwise determine.
4. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 and Section 80A of the Companies Act 1985 to allot relevant securities (as defined in the said Section 80) up to a maximum nominal amount equal to the authorised but unissued share capital of the Company at the date of the passing of this Elective Resolution, and the authority given to the Directors by virtue of this Elective Resolution will not be limited to a fixed period of time but shall be indefinite.


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Chairman