

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

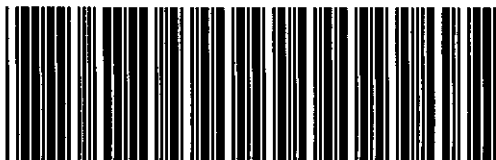
Company No. 3198298

The Registrar of Companies for England and Wales hereby certifies that  
PEBY ROAD LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

SPECIALTY CHILLED FOODS GROUP LIMITED

Given at Companies House, London, the 20th June 2003



\*C03198298J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

007880

# WRITTEN RESOLUTIONS

of

**PEBY ROAD LIMITED**

("the Company")

Passed on *17<sup>th</sup> June* 2003

Company Number: 3198298



Pursuant to section 381A of the Companies Act 1985 we, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

- 1 THAT the Company's authorised and issued share capital of £111,000 at present divided into 75,000 Ordinary Shares of £1 each, 50,000 "A" Ordinary Shares of 50p each and 1,100,000 Preference Shares of 1p each be reorganised:
  - (a) by consolidating and converting the 50,000 "A" Ordinary Shares of 50p each into 25,000 Ordinary Shares of £1 each ranking pari passu in all respects and having all of the rights applicable thereto and set out in the Articles of Association to be adopted pursuant to Resolution 4 below; and
  - (b) by consolidating and converting the 1,100,000 Preference Shares of 1p each into 11,000 Ordinary Shares of £1 each ranking pari passu in all respects and ranking pari passu in all respects with all other Ordinary Shares and having all of the rights applicable thereto and set out in the Articles of Association to be adopted pursuant to Resolution 4 below.
- 2 THAT the authorised share capital of the Company be increased from £111,000 to £5,611,000 by the creation of 5,500,000 Ordinary Shares of £1 each.
- 3 THAT the name of the Company be changed to "Specialty Chilled Foods Group Limited".
- 4 THAT the Articles of Association as set out in a print annexed hereto and for the purpose of identification initialled by the Chairman and titled "New Articles of Association" be and are hereby adopted in substitution for the existing Articles of Association of the Company.

*Richard J. Shyrie*

for and on behalf of Authentic Speciality Foods Limited

Dated:

2003

