

007880

WRITTEN RESOLUTIONS

of

PEBY ROAD LIMITED
("the Company")

Passed on *17th 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**:

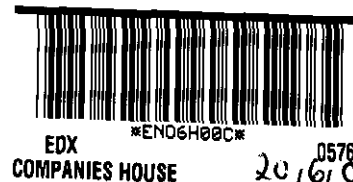
- 1 THAT the Company's authorised and issued share capital of £111,000 at present divided into 75,000 Ordinary Shares of £1 each, 50,000 "A" Ordinary Shares of 50p each and 1,100,000 Preference Shares of 1p each be reorganised:
 - (a) by consolidating and converting the 50,000 "A" Ordinary Shares of 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 I. Shippey

for and on behalf of Authentic Specialty Foods Limited

Dated:

2003



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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

SPECIALTY CHILLED FOODS GROUP LIMITED

(Currently Peby Road limited in the process of changing its name)

PRELIMINARY

1. In these Articles and in Table A:-

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2. (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- (B) Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The capital of the Company at the date of adoption of these Articles is £5,611,000 divided into 5,611,000 Ordinary Shares of £1 each.

SHARES

4. (A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.
- (D) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.
5. By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company.
6. The lien conferred by Regulation 8 in Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said Regulation 8 shall be modified accordingly.
7. 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 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSMISSION OF SHARES

8. The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 in Table A shall be modified accordingly.

TRANSFERS OF SHARES

9. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

GENERAL MEETINGS

10. If and so long as the number of members is less than two, a sole member may exercise all the rights vested in the members and Regulation 40 of Table A shall not apply.
11. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.
12. If at any adjourned meeting of meetings of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.
13. For the purpose of Regulation 53 in Table A a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation.
14. A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.

DIRECTORS

15. The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly.

16. A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.
17. A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 in Table A shall be modified accordingly.

ALTERNATE DIRECTORS

18. Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be unreasonably withheld) to act as an alternate director and may remove from office an alternate director as appointed by him. Regulation 65 in Table A shall be modified accordingly.
19. (A) The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him. Regulation 66 in Table A shall be modified accordingly.

(B) The alternate director shall benefit from the indemnity set out in Article 28.

PROCEEDINGS OF DIRECTORS

20. Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
21. At any meeting of the directors or of any committee of the directors the chairman shall not have a casting vote or second vote on an equality of votes and Regulation 88 of Table A shall be modified accordingly.
22. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

23. The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.
24. Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company.
25. Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein.
26. The Company may at any time and from time to time by ordinary resolution appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

DIVIDENDS

27. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 in Table A shall be construed accordingly.

INDEMNITY

28. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.