

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

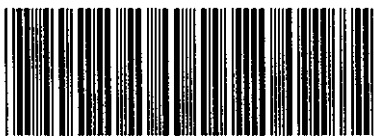
Company No. 3364739

The Registrar of Companies for England and Wales hereby certifies that
THE RAVEN PROPERTY GROUP PLC

is this day incorporated under the Companies Act 1985 as a public
company and that the company is limited.

Given at Companies House, Cardiff, the 2nd May 1997

E. P. Owen
MRS. E. P. OWEN



N03364739M

For the Registrar of Companies



C O M P A N I E S H O U S E

HC008B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

THE RAVEN PROPERTY GROUP PLC

I, MICHAEL SILVERSTONE
of 386/388 PALATINE ROAD, NORTHENDEN

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~](person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985)† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at NORTHENDEN, GREATER MANCHESTER

the 18th day of APRIL

One thousand nine hundred and ninety SEVEN

● Please print name.

before me ● J. KELLY

Signed

Date 18 APR 1997

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel

DX number DX exchange

Companies House receipt date barcode

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

THE RAVEN PROPERTY GROUP PLC



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

386/388 PALATINE ROAD

Post town

NORTHENDEN

County / Region

MANCHESTER

Postcode

M22 4FZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

Address

AS ABOVE

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Tel 0161 945 5549

DX number

DX exchange

Companies House receipt date barcode

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

ALEXANDRA

Surname

SILVERSTONE

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SALFORD

County / Region

LANCASHIRE

Postcode

M7 4GT

Country

I consent to act as secretary of the company named on page 1

Consent signature

A. J. Silverstone

Date

18 APR 1997

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

MICHAEL SHELDON

Surname

SILVERSTONE

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SALFORD

County / Region

LANCASHIRE

Postcode

M7 4GT

Country

Day Month Year

Date of birth

09 01 53

Nationality

BRITISH

Business occupation

CHARTERED ACCOUNTANT

Other directorships

COUNTRYWIDE COMPANY SERVICES LTD

I consent to act as director of the company named on page 1

Consent signature


M Sheldon

Date

18 APR 1997

Directors (continued) (see notes 1-5)

NAME	*Style / Title			*Honours etc		
* Voluntary details	Forename(s)	ALEXANDRA				
	Surname	SILVERSTONE				
	Previous forename(s)					
	Previous surname(s)					
	Address	65 STANLEY ROAD				
Usual residential address For a corporation, give the registered or principal office address.		SALFORD				
	Post town					
	County / Region	LANCASHIRE	Postcode	M7 4 9T		
	Country					
		Day	Month	Year		
	Date of birth	05	03	56	Nationality	
	Business occupation	SECRETARY				
	Other directorships					
	I consent to act as director of the company named on page 1					
	Consent signature	A.J. Silverstone			Date	1 8 APR 1997

This section must be signed by		FOR AND ON BEHALF OF COUNTRYWIDE COMPANY SERVICES LTD (REGISTRATION AGENTS)	
Either			
an agent on behalf of all subscribers	Signed		Date 1 8 APR 1997
Or the subscribers	Signed		Date
(i.e those who signed as members on the memorandum of association).	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

COMPANY NO.
INCORPORATED



Memorandum of Association

823850

3364739

OF THE RAVEN PROPERTY GROUP PLC

1. The Company's name is THE RAVEN PROPERTY GROUP PLC
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:
 - (a) To carry on all or any of the businesses of manufacturers, packers, graders, preparers, processors, merchants, distributors of, and dealers in foodstuffs, food products, and comestibles of all kinds, pre-packed fresh and frozen foods of every description, importers and exporters, commission and general agents, marketing and sales representatives, manufacturers of and merchants of, and dealers in polythene and plastic nets, bags and containers, packing cases, cartons, crates, boxes and all materials and substances suitable for the packing, storing, transporting, making up and distribution of produce, goods, wares and merchandise of every description, greengrocers, provision merchants and general storekeepers, butchers, fishmongers, market gardeners, farmers, dairymen, and agricultural merchants, cold storage proprietors, manufacturers, processors, merchants of, and dealers in animal feeding stuffs of all kinds, seed crushers and grinders, millers, mechanical motor, refrigerating and general engineers, haulage and cartage contractors, railway, shipping, forwarding, passenger and freight agents, manufacturers, designers, repairers and merchants of, agents for, and dealers in grading equipment, appliances and accessories and mechanical handling plant, machinery, specialists and supplies of every description, builders, repairers, hirers, letters on hire and charters of, and dealers in motor and other vehicles and conveyances of every description, garage proprietors, insurance agents and general merchants, factors, agents and contractors and to manufacture, import, buy, sell, exchange and deal in any plant, machinery, commodities, materials, articles, or things capable of being conveniently made, used or sold in connection with the foregoing businesses, or any of them or likely to be required by persons having dealings with the Company or frequenting the premises of the Company.

- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.
- (c) To apply for purchase register or otherwise acquire and protect and renew whether in the United Kingdom or elsewhere in any part of the world any patents patent rights brevets d'invention designs concessions secret processes trade marks licences and the like and to alter disclaim modify use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing or improving any such patents inventions or rights.
- (d) To purchase take on lease or in exchange hire or by any other means acquire and take options over any freehold leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company.
- (e) To acquire and undertake the whole or any part of the business goodwill assets property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (f) To acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits co-operation joint adventure union of interest or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (g) To enter into any arrangements with any governments or authorities supreme local municipal or otherwise or any company or person that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights charters licences privileges or concessions which the Company may think it desirable to obtain and to carry out exercise and comply therewith.
- (h) To draw make accept endorse discount execute negotiate and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (i) To invest and deal with the moneys of the Company not immediately required in any manner and to hold sell or otherwise deal with any investments made.
- (j) To subscribe for take or otherwise acquire and hold shares stock debentures debenture stock or other securities of any other company.
- (k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of underwrite subscribe for or otherwise acquire all or any part of the shares debentures or other securities of any such company.
- (l) To advance and lend money or give credit with or without security to customers and others to enter into guarantees contracts or indemnity and suretyships of all kinds to receive money on deposit or loans and to become security for any persons firms or companies.
- (m) To raise or borrow money in such a manner as the Company shall think fit and

to secure the repayment of any such money raised borrowed or owing by mortgage lien charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital and also by a similar mortgage lien charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures or other securities of the Company.
- (o) To remunerate any person firm or company whether by cash payment or by the allotment of shares debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (p) To subscribe to or support any charitable object or any institution and to give pensions bonuses gratuities or assistance to any person who is serving or has served the Company whether as a director employee or otherwise and his family and dependents; to make payments towards insurance and to establish form and contribute to provident superannuation and other similar funds and trusts associations clubs schools and other institutions for the benefit of any such persons aforesaid.
- (q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (r) To procure the Company to be registered or recognised in any part of the world.
- (s) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents subcontractors or others.
- (t) To improve develop manage grant rights or privileges in respect of construct repair let on lease or otherwise exchange mortgage charge dispose of sell grant licences in respect of turn to account grant options in respect of or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.
- (v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals agents contractors or otherwise and by or through agents contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT:-

- (i) The objects specified in each sub-clause shall be regarded as independent objects and they shall not be limited or restricted except where otherwise expressed in such sub-clauses by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.**
- (ii) The word "Company" except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporated and whether incorporated registered resident or domiciled in the United Kingdom or elsewhere.**

5. The liability of the members is limited.

6. The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1 each.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

M. SILVERSTONE
386-388 Palatine Road
Northenden
Manchester
M22 4FZ

ONE



A.J. SILVERSTONE
386-388 Palatine Road
Northenden
Manchester
M22 4FZ

ONE

A.J. Silverstone

TOTAL SHARES TAKEN

TWO

Witness to the above Signatures:

S. COOP
386-388 Palatine Road
Northenden
Manchester
M22 4FZ



**THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES**

Articles of Association

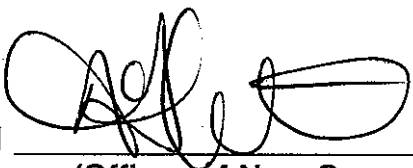
OF THE RAVEN PROPERTY GROUP PLC

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall constitute the Articles of Association of the Company.

Company Name THE RAVEN PROPERTY GROUP PLC

Company No. 3364739

Articles of Association have not been registered for the above named company in this case. (Company Limited by Shares - see Sections 7 and 8 of the Companies Act 1985.)

Signed 
(Officer of New Companies Section)

Date 28/4/97

NAMES AND ADDRESSES OF SUBSCRIBERS

M. SILVERSTONE
386-388 Palatine Road
Northenden
Manchester
M22 4FZ



A.J. SILVERSTONE
386-388 Palatine Road
Northenden
Manchester
M22 4FZ



Dated

Witness to the above Signatures:

S. COOP
386-388 Palatine Road
Northenden
Manchester
M22 4FZ

