

MAYFAIR CATERING SERVICES LIMITED**NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

to be held at Duchess Mews at 17.00 hours on 26th June 2003

to which the following Resolution is to be put to the Meeting

1. Background

The company was formed with a share capital of £1,000 divided into 1,000 shares of £1 each. Originally, three of these were allotted, called up and fully paid by Tom Frohnhof, Tom Mayers and Ray Morgan. In November 2002, the company purchased Ray Morgan's one share at the open market price, so that there are now two shares of £1 each in issue.

Under Paragraph 3 of the Articles of Association, the Directors had the power to allot shares, etc., but that power expired five years from the date of incorporation, namely on 9th April 2003 and therefore this Resolution is being put to a General Meeting of the company.

2. Resolution

This meeting resolves that of the existing authorised but unissued shares of 998, ten now be reclassified as Non-participating Ordinary Shares of £1 each and that each of the ten be in a separate class of shares designated by letters of the alphabet from A through to J. The holders of any of the Non-participating Ordinary Shares are not entitled to any capital distribution on liquidation or under any other circumstances.


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Guy Mayers
Company Secretary

5th June 2003

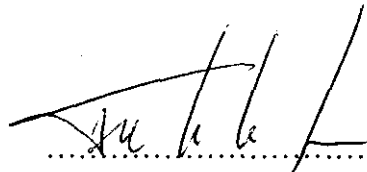
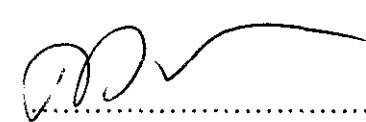


MAYFAIR CATERING SERVICES LIMITED
MINUTES OF GENERAL MEETING OF SHAREHOLDERS
held at Duchess Mews at 17.00 hours on 26th June 2003

Present: Tom Frohnhofer
Tom Mayers
In attendance: Guy Mayers, Company Secretary

The Resolution in the Notice of the Meeting dated 5th June 2003 of the creation of Non-participating Ordinary Shares A - J was approved.

There being no further business, the meeting then ended.


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