

COMPANY NO. 3792234

C.R.O

THE COMPANIES ACT 1985

DAYLAY FOODS LIMITED

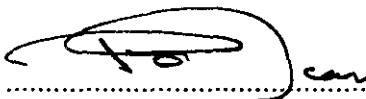
At an Extraordinary General Meeting of the above-named Company duly convened and held at Bridgeway House, Upper Icknield Way, Tring, Hertfordshire, HP23 4JX on *15th February 2002* at *10 a*.m. the following resolutions were passed, resolution 1 as a special resolution and resolution 2 as an ordinary resolution

SPECIAL RESOLUTION

1. "That in accordance with Sections 250 and 388A of the Companies Act 1985 the Company shall be exempted from the obligation to appoint auditors in respect of the financial year which began on 1st July 2000 and which ended on 30th June 2001 as would otherwise be required by Section 384 of the Companies Act 1985."

ORDINARY RESOLUTION

2. "That the Directors' Report and Accounts for the financial year which began on 1st July 2000 and which ended on 30th June 2001 which have been presented to the Meeting are hereby approved and adopted."


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Chairman of the Meeting

