

Company Number: 4307559

**THE COMPANIES ACT 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS IN WRITING**

of



**FUSION FOODS LIMITED (the "Company")**

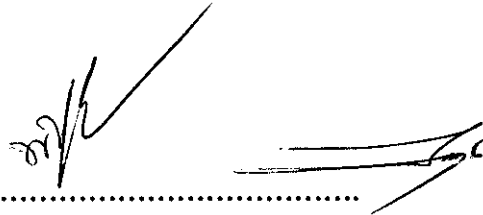
In accordance with Section 381A of the Companies Act 1985, we, being all the members of the Company who, at the date of this Written Resolution, are entitled to vote at a general meeting of the Company, **HEREBY RESOLVE THAT** Written Resolutions 1 and 2 take effect as Ordinary Resolutions of the Company and Written Resolution 3 takes effect as a Special Resolution of the Company:

**ORDINARY RESOLUTION**

1. **THAT** the authorised share capital of the Company be increased from £1,000 divided into 1,000 ordinary shares of £1.00 each to £300,000 divided into 300,000 ordinary shares of £1.00 each by the creation of 299,000 ordinary shares of £1.00 each such shares to carry such rights as set out in the Articles of Association of the Company.
2. **THAT** in accordance with Section 80 of the Companies Act 1985 (the "Act"), the directors may allot, grant options over or otherwise dispose of such numbers of shares up to a maximum nominal amount of the authorised but unissued share capital of the Company at the date hereof to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect. Such authority shall remain for a period of five years from the date of passing this resolution.

**SPECIAL RESOLUTION**

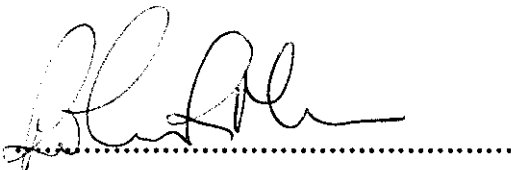
3. **THAT** in accordance with Section 95 of the Act, Section 89(1) of the Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of Section 80 of the Act, proposed as Resolution 2, above.



CPF EUROPE SA

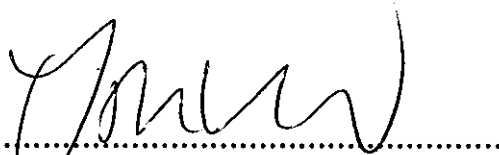
**CPF EUROPE S.A.**  
17, Avenue Belle Vue  
1410 WATERLOO  
BELGIUM

Dated 18.12.03



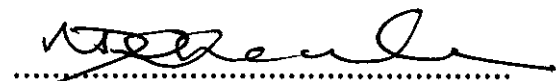
ROBERT MILLER

Dated 18.12.03



JOHN VINCENT

Dated 18.12.03

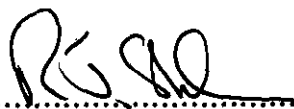


MARK CHEADLE

Dated 18.12.03

 18/12/03  
.....  
CLIVE BRITTON

Dated

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RICHARD STOKES

Dated 18/12/03