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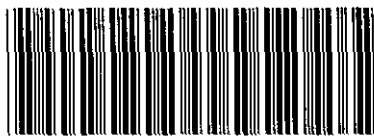
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4538043

The Registrar of Companies for England and Wales hereby certifies that
FIELD FARM FRESH LIMITED

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

Given at Companies House, Cardiff, the 18th September 2002



N04538043E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Declaration on application for registration

This form has been electronically generated by
Exchequer Business Services (Northern) Ltd
(Crown Copyright Reserved)
CHFP000

Company Name in full

FIELD FARM FRESH LIMITED

I, **Joanna Jane Hughes**, on behalf of Exchequer Directors Limited

of **27 West Lane, Freshfield, Merseyside, L37 7AY**

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.

† Please delete as appropriate

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

J. Hughes

Declared at

Formby in the County of Merseyside

Day Month Year

On

16 / 09 / 2002

① Please print name

before me ①

Caroline Anne Robertson

Signed

C. Robertson

Date

16 September 2002

† 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 a query

Exchequer Business Services

27 West Lane, Freshfield, Merseyside

L37 7AY

Tel: **01704 833233**

DX number

DX exchange



A05
COMPANIES HOUSE

0737
17/09/02

Form revised June 1998

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

Companies House, Crown Way Cardiff, CF14 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



Companies House

— for the record —

10

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CHFP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

4538043
FIELD FARM FRESH LIMITED

Proposed Registered Office

27 West Lane

(PO Box numbers only, are not acceptable)

Post town

Freshfield

County / Region

Merseyside

Postcode

L37 7AY

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

Post town

County / Region

Postcode

Number of continuation sheets attached

0

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 a query

Exchequer Business Services

27 West Lane, Freshfield, Merseyside

L37 7AY

Tel: 01704 833233

DX number

DX exchange

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for companies registered in Scotland

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COMPANIES HOUSE

0738
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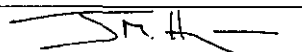
Form revised June 1998

Company Secretary (See notes 1-5)

Company name		FIELD FARM FRESH LIMITED	
NAME	*Style / Title		*Honours etc
*Voluntary details	Forename(s)		
	Surname	Exchequer Secretaries Limited	
	Previous forename(s)		
	Previous surname(s)		
	Address	27 West Lane	
Usual residential address For a corporation, give the registered or principal office address	Post town	Freshfield	
	County/Region	Merseyside	Postcode L37 7AY
	Country	England	

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

Consent signature


On behalf of the Directors

Date

16 September 2002

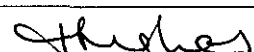
Directors (See notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
*Voluntary details	Forename(s)			
	Surname	Exchequer Directors Limited		
	Previous forename(s)			
	Previous surname(s)			
	Address	27 West Lane		
Usual residential address For a corporation, give the registered or principal office address	Post town	Freshfield		
	County/Region	Merseyside	Postcode	L37 7AY
	Country	England		
	Date of Birth	Day Month Year	Nationality	
	Business occupation	Corporate Body		
Other directorships	All Dormant			

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

Consent signature


On behalf of the Directors

Date

16 September 2002

Directors (continued) (See notes 1-5)

NAME	*Style / Title		*Honours etc	
*Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address	Post town			
For a corporation, give the registered or principal office address	County/Region		Postcode	
	Country			
Date of Birth	Day	Month	Year	Nationality
Business occupation				
Other directorships				
I Consent to act as director of the company named on page 1				
Consent signature			Date	

**This section must be signed by
Either**

**An agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

Signed

Thyges

Date

16 September
2002

**(i.e. those who signed
as members on the
memorandum of
association)**

Signed

Date

Signed

Date

Signed

Date

Signed

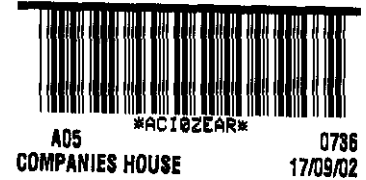
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THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FIELD FARM FRESH LIMITED



1. The name of the Company is **FIELD FARM FRESH LIMITED**
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are-
 - (a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the businesses of a general commercial company namely: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousing or storage contractors; shipping and forwarding agents; dealers in property and estates, property developers, property managers, estate agents; insurance agents and brokers; accountants, financiers, financial agents and to act as nominee, trustee agent, factor, broker, executor, administrator or receiver for or otherwise on behalf of companies, corporations, firms or persons; builders, scaffolders, contractors; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators, painters, bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop-front fitters, builders and decorators' merchants; civil, mechanical, construction, agricultural, heating, electrical, general and consultant engineers; welders, tool makers, sheet-metal workers; blacksmiths; motor engineers, garage proprietors; car hire service, taxi proprietors and operators; travel agents, tour operators; proprietors of vehicles and vessels of all kinds, transport and haulage contractors; booking agents for, and managers of theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers; tobacconists, ironmongers and hardware merchants; manufacturers of and dealers in plastics of all kinds; antique dealers, furniture manufacturers and dealers; leather, fancy goods dealers and jewellers; radio, television and electrical retailers, dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe manufacturers and retailers; perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; printers, publishers, stationers; advertising and publicity agents, public relations specialists and consultants; business transfer agents and employment agents; computer operators, programmers and dealers; market research specialists, business advisors; mail order specialists; dyers and cleaners, dry cleaners, proprietors of laundrettes; excavation and demolition contractors; providers of security services; plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.
 - (b) To carry on any other business which in the opinion of the Directors of the Company can be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses, or the general business of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company.
 - (c) To erect, construct, maintain, alter, enlarge, pull down, remove or replace any roads, railways buildings, works, plant and machinery necessary or convenient for the Company's business or to join with any person, firm or company in doing any of the above.

- (d) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, concessions, patents, licences, any real or personal property, and any rights or privileges which the Company may consider necessary or convenient for the purposes of its business.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the businesses of the Company, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (f) To draw, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, warrants, debentures and other transferable or negotiable instruments.
- (g) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust, deed or other assurance.
- (h) To lend money or to give credit to such persons, firms or companies with or without security and on such terms as the Company may approve, and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or persons.
- (i) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (j) To issue, place, underwrite, or guarantee the subscription of, or concur to assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) 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 charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- (l) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in another, and generally on such terms as the Company may determine.
- (n) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation or to amalgamate with any person, firm or company carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (o) To promote, finance, subsidise or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (p) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be determined and to dispose of or vary any such investments or securities.
- (q) To sell, exchange, lease, dispose of, turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company and for such consideration as the Company may think fit.
- (r) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (s) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.
- (t) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and of any company formed or promoted by the Company, or to contract with any person, firm or company to pay the same.
- (u) To grant pensions, allowances, gratuities and bonuses, make payments towards insurances, establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, or profit-sharing schemes calculated to advance the interests of the Company or of the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company, the families, dependants or connections of such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (v) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise, either alone or in conjunction with others and either by or through agents, brokers, subcontractors or otherwise.
- (x) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that-

- (i) the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere;
- (ii) the objects of the Company specified in each of the paragraphs above shall be distinct and separate objects of the Company and shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph, the order in which they occur, or from the name of the Company but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 100,000 ordinary shares of 1 pence 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 in the capital of the Company as shown opposite our respective names.

Names and addresses of Subscribers-	Number of shares taken
EXCHEQUER DIRECTORS LIMITED Formations House, 27 West Lane, Freshfield, Merseyside, L37 7AY.	1 (one)



.....
An Authorised Signatory

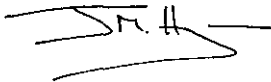
Total	1 (one)
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Dated this day 16 September 2002

Witness to the above signature-

JOHN MARTIN HUGHES
27 West Lane, Freshfield, Merseyside, L37 7AY

ACCOUNTANT



.....

THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FIELD FARM FRESH LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the *Companies Act 1985* as amended by the *Insolvency Act 1986* and *Companies Act 1989* (hereinafter referred to as "*the Act*") and subject, as hereinafter provided, to the regulations contained in *The Companies (Tables A to F) Regulations 1985* (hereinafter referred to as "*Table A*").
2. *Regulations 50, 60, 61, 64, 73, 74, 75, 76, 77, 81(e), 89, 94, 95, 96, 97, 98 and 113 of Table A* shall not apply to the Company but the articles hereinafter contained together with the remaining regulations of *Table A*, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

GENERAL MEETINGS

3. In accordance with *section 372(3)* of the *Companies Act 1985* in every notice calling a general meeting of the Company there shall prominently appear a statement that a Member who is entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of that member and that the Proxy need not be a Member of the Company. *Regulation 38 of Table A* shall be modified accordingly and the second sentence of *Regulation 59 of Table A* shall not apply to the Company.
4. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.
5. Every notice calling a general meeting of the Company shall also be sent to the current auditors of the Company.
6. One Member may constitute a quorum where the Company is a single member company.

AUDITORS

7. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria, as defined by *the Act*, are met.

SHARE CAPITAL

8. The Company is a private company limited by shares within the meaning of *the Act*. At the date of the adoption of these articles the capital of the company is **£1,000** divided into **100,000** ordinary shares of **1 pence** each.

9. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the company may from time to time determine, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions of the Company's Articles of Association.
10. In accordance with *sections 80 and 80A of the Act*, the Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the Company to such persons at such time and on such conditions as they think fit, subject to the provisions of article 11 hereof and provided that no shares shall be issued at a discount.
11. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time being created, shall, before they are issued, be offered to the Members in proportion, as nearly as possible, to the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a reasonable time (being not less than 21 days) within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. The provisions of *section 89 of the Act* shall have effect only insofar as they are not inconsistent with this article.
12. 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. The first sentence of *Regulation 24 of Table A* shall not apply to the Company.

APPOINTMENT OF DIRECTORS

13. The first Director(s) of the Company shall be determined in writing by the Subscriber(s) to the Memorandum of Association, pursuant to *section 10 of the Act*.
14. Unless otherwise determined by ordinary resolution, there shall be no maximum number of Directors and the minimum number of Directors shall be 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 and by *Table A* and *Regulation 89 of Table A* shall be modified accordingly.
15. The Company shall not be subject to *section 293 of the Companies Act 1985*, and accordingly a person may be appointed a Director of the Company notwithstanding the fact that he has attained the age of seventy years and no director shall be liable to vacate the office by reason only of his having attained that age or any other age.
16. No person shall be elected a Director of the Company at any general meeting unless:-
 - (a) he/she is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

PROCEEDINGS OF DIRECTORS

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereon, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
18. The necessary quorum for the transaction of the business of the Directors may be fixed by them and unless so fixed, shall be two, except when one Director is in office. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.

SECRETARY

19. The first Secretary of the Company shall be determined in writing by the Subscriber(s) to the Memorandum of Association, pursuant to *section 10 of the Act*.

SEAL

20. In accordance with the provisions of *the Act* the Company need not have a seal. If it does have a seal *Regulation 101 of Table A* shall apply.

Name and address of Subscriber-

EXCHEQUER DIRECTORS LIMITED

Formations House, 27 West Lane, Freshfield, Merseyside L37 7AY



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An Authorised Signatory

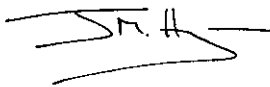
Dated this day 16 September 2002

Witness to the above signature-

JOHN MARTIN HUGHES

27 West Lane, Freshfield, Merseyside, L37 7AY

ACCOUNTANT



.....