

Company No: 4714585

COMPANIES ACTS 1985 and 1989

SPECIAL RESOLUTION

pursuant to section 378(2) of the Companies Act 1985

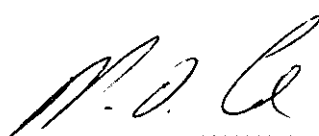
of

FIVESTAR MANAGEMENT LIMITED

7th April 2003

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at The Studio, St Nicholas Close, Elstree, Herts, WD6 3EW on the 7th April 2003 the following SPECIAL RESOLUTION was duly passed:-

" That the existing Clause 3(a) and 3(b) of the Memorandum of Association of the above-named Company be deleted, and that the attached Clause 3(a) and 3(b) be substituted in its place."

SIGNATURE.....

To be signed by The ~~Chairman, Director or~~ Secretary of the Company.



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FIVESTAR MANAGEMENT LIMITED

1. The name of the Company is "Fivestar Management Limited".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any part of the business or businesses as proprietors, managers, owners and operators of restaurants, snack bars, cafes, patisseries, hotels, clubs, public houses, wine bars, mobile vending units and otherwise and as caterers and catering contractors, and to arrange and organise catering functions of every kind including a vending service; as food manufacturers and processors, as confectioners, bakers, licensed victuallers, tobacconists and vendors of every kind of food and drink whether to be consumed on or off the premises; to grant or operate franchises for all or any of the above and to provide entertainment of all kinds including dancing, musicians, cabaret acts or otherwise; as suppliers to the catering industry including all foods and catering equipment and to act as consultants and advisers for any of them, all as the Company sees fit.
 - (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either the United Kingdom or elsewhere.

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or Company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To conjoin with any person or body for the purpose of carrying on any business or transaction within the objects of the company and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.
- (h) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, or guarantees by, any other Company.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions as may seem expedient.
- (j) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or Companies, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company, having for its objects similar objects to those of this Company or any of them.
- (l) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other Company or corporation.
- (o) To remunerate any person firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (q) To promote or aid in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (r) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (s) To remunerate the Directors of the company in any manner the Company may think fit.
- (t) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (u) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute any property of the Company in specie among the members.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000.00 divided into 1000 Ordinary Shares of £1.00 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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 name.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
QA NOMINEES LIMITED THE STUDIO, ST NICHOLAS CLOSE, ELSTREE, HERTS WD6 3EW	ONE
QA REGISTRARS LIMITED THE STUDIO, ST NICHOLAS CLOSE, ELSTREE, HERTS WD6 3EW	ONE

DATED The 7th Day Of April 2003

WITNESS to the above signatures :-

QUICK ACCESS FORMATIONS PLC
THE STUDIO, ST NICHOLAS CLOSE,
ELSTREE, HERTS, WD6 3EW