

Company Number: 06234883

THE COMPANIES ACT 1985 (AS AMENDED)

WRITTEN RESOLUTION

OF

MBC FOODS LIMITED
(the "Company")

Passed on 28 06 2007

Pursuant to section 381A and Schedule 15A of the Companies Act 1985 (as amended), we L & M Food Group Limited, being the sole member for the time being of the Company entitled to receive notice of and to attend and vote at any general meeting of the Company **HEREBY RESOLVE** that the following resolution be and is hereby passed and that such resolution be as valid and effectual as indicated as if it had been passed at a general meeting of the members of the Company duly convened and held

ELECTIVE RESOLUTION

That

- (p) pursuant to section 80A of the Companies Act 1985, the provisions of section 80A of that Act shall apply in place of the provisions of section 80(4) and (5) of that Act in relation to the giving or renewal of an authority to the directors of the Company for the allotment of securities,
- (q) pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting,
- (r) pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings of the Company,
- (s) the provisions of section 369(4) of the Companies Act 1985 (which specifies the majority required for a meeting to be called on short notice) and of section 378(3) of that Act (which specifies the majority required for a resolution to be proposed and passed as a special resolution on short notice) shall have effect in relation to the Company as if for the references to 95 per cent there were substituted references to 90 per cent , and
- (t) pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the appointment of auditors annually

Authorised signatory for and on behalf of
L & m Food Group Limited
(sole shareholder)

N 1517456v1

SATURDAY



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08/09/2007

COMPANIES HOUSE

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