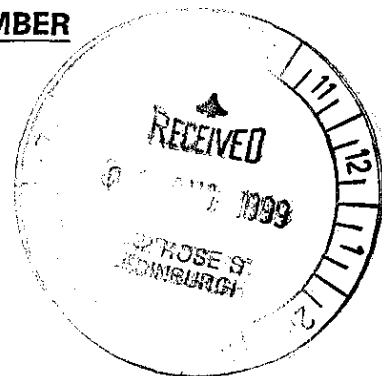


THE COMPANIES ACT 1985

WRITTEN RESOLUTION OF THE SOLE MEMBER
OF
MARSHALL FOOD GROUP LIMITED

COMPANY NUMBER: SC34389

DATED: 28 MAY, 1999



We, Bank of Scotland Branch Nominees Limited, being the sole member of Marshall Food Group Limited ("the Company") hereby declare, pursuant to section 381A of the Companies Act 1985, the following resolutions to have been passed as ordinary and special resolutions of the Company as if they had been passed at a general meeting of the Company duly convened and held:

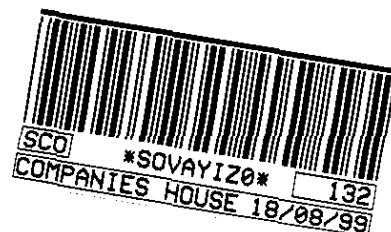
1. **Ordinary Resolution**

"That the authorised share capital of the Company be and is hereby increased to £22,000,000 divided into 3,812,823 Ordinary Shares of £1 each, 2,187,177 A Ordinary Shares of £1 each and 16,000,000 Preferred Redeemable Shares of £1 each by the creation of 6,000,000 Preferred Redeemable Shares of £1 each, having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company as amended by Resolution No. 3 below".

2. **Ordinary Resolution**

That the Directors be and are hereby authorised for the purpose of Section 80 of the Companies Act 1985 to allot and issue Preferred Redeemable Shares of £1 each on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the provisions of the Articles of Association of the Company:

- (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be all unissued Preferred Redeemable Shares of £1 each in the capital of the Company from time to time;
- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on expiry of the period of five years from the date of passing of this Resolution provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired;



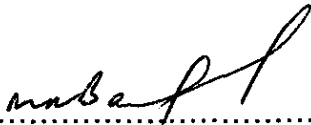
- (c) by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of relevant securities pursuant to this authority.

3. **Special Resolution**

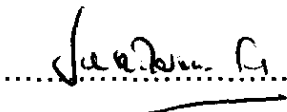
"That the Articles of Association of the Company be and are hereby altered by the incorporation of the following amendments:

The reference to £16,000,000 will be replaced by reference to £22,000,000 and the reference to 10,000,000 will be replaced by reference to 16,000,000 where they appear in Article 4.

For and on behalf of Bank of Scotland Branch Nominees Limited:



AUTHORISED SIGNATORY



AUTHORISED SIGNATORY