

THE COMPANIES ACT 1985

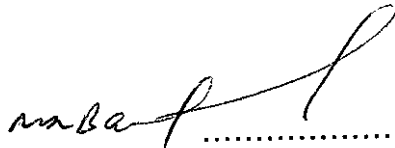
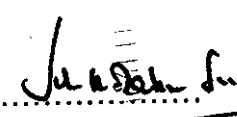
MARSHALL FOOD GROUP LIMITED

NO. SC34389

ELECTIVE RESOLUTIONS

We, Bank of Scotland Central Nominees Limited, being the sole member of Marshall Food Group Limited ("the Company") declare that the following resolutions have been duly passed as elective resolutions of the Company as if they had been unanimously passed at a general meeting of the Company duly convened and held:

- "1. That the Company dispense with the laying of accounts and reports before the Company in general meeting.
2. That the Company dispense with the holding of annual general meetings.
3. That the Company dispense with the obligation to appoint auditors annually."

For and on behalf of Bank of Scotland Branch Nominees Limited

20 JAN 1999

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Date

