



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL & ORDINARY RESOLUTIONS

OF

KT564 LIMITED

Passed the 5th day of February 1992

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date the following Resolutions were passed as Special or Ordinary Resolutions as indicated below:-

SPECIAL RESOLUTIONS

1. That the name of the Company be, and is, changed to VISCOUNT CATERING LIMITED subject to the approval of the Registrar of Companies to such name.
2. That the Memorandum of Association be amended by the deletion of the existing sub-clause 3(a) and the inclusion of the following sub-clause in its place:-
 - "3. (a) To carry on the business of manufacturers, importers, exporters and suppliers of catering equipment, refrigerators, cooking appliances, and all other appliances which may be used in the catering industry; to act as proprietors of restaurants, hotels, refreshment and tea rooms, wine bars, cafes, snack bars and coffee shops and bars, and as inn and lodging-house keepers, licensed victuallers, wine, beer and spirits merchants, brewers, distillers and importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors; bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, greengrocers and ice cream manufacturers, and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, to establish and provide all kinds of facilities and amenities for customers and others, and in particular club rooms, reading and writing rooms, games and sports accommodation, changing rooms, lockers and safe deposits, telephones, stores and shops and to carry on business as a general commercial company."

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ORDINARY RESOLUTION

3. That the authorised share capital of the Company be increased from £100 divided in 100 ordinary shares of £1.00 each to £500,000 by the creation of 499,900 ordinary shares, such shares shall rank pari passu in all respects with the existing shares in the Company.

.....*J. J. J. J. J.*.....
Director

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2656967

I hereby certify that

KT564 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

VISCOUNT CATERING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 13 FEBRUARY 1992


MRS. L. PARRY

an authorised officer