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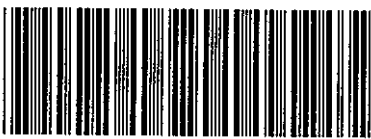
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3675694

The Registrar of Companies for England and Wales hereby certifies that
ORGANICS TO GO (WEST) LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 30th November 1998



N03675694R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

ORGANICS TO GO (WEST) LTD.

I, KARLA J. HARRIS

of 28 PAR LANE, PAR, CORNWALL

do solemnly and sincerely declare that I am a ^{AGENT.} ~~Solicitor~~ engaged in the formation of the company [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985][†] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

[†] Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Signature]

Declared at St. Austell

the 18th day of November

One thousand nine hundred and ninety + eight

• Please print name.

before me • Pamela A. Nicholls

Signed Pamela A. Nicholls

Date 18.11.98

A Commissioner for Oaths or ~~Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

GRAHAM - GRAHAM

Tel 01726-75565

DX number 81253 DX exchange ST AUSTELL.

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

Organics To Go (West)
Limited.



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

WERNDAU, GOLDEN GROVE,

C

Post town

CARMARTHEN

County / Region

CARMARTHENSHIRE

Postcode

SA32 8NE

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☒

Agent's Name

KARLA JAYNE HARRIS

Address

CATALYST COLLECTIVE LTD.

24 LERRYN VIEW, LERRYN,

Post town

LOSTWITHIEL

County / Region

CORNWALL

Postcode

PL22 0GL

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

A.K.HILL, 1 LANDREATH PLACE, ST. BLAZEY,
PAR, CORNWALL PL24 2JX
Tel 01726 817189.
DX number DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

ORGANICS TO GO (WEST) LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

JULIAN ROGER

Surname

HALLAM.

Previous forename(s)

Previous surname(s)

Address

WERNOLLAU, GOLDEN CREVE,

Usual residential address

For a corporation, give the registered or principal office address.

Post town

CARMARTHEN

County / Region

CARMARTHENSHIRE

Postcode


SA32 8NE

Country

U.K.

I consent to act as secretary of the company named on page 1

Consent signature



Date

26/10/98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

JULIAN ROGER

Surname

HALLAM.

Previous forename(s)

Previous surname(s)

Address

WERNOLLAU, GOLDEN CREVE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

CARMARTHEN

County / Region

CARMARTHENSHIRE

Postcode

SA32 8NE

Country

U.K.

Day Month Year

Date of birth

4 | 5 | 66

Nationality

BRITISH.

Business occupation

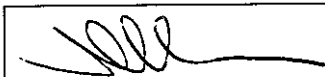
SALESPERSON.

Other directorships

ORGANICS TO GO LTD.

I consent to act as director of the company named on page 1

Consent signature



Date

26/10/98

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="MS"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="ISABEL"/>			
	Surname	<input type="text" value="LOVLOCK"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
Address	<input type="text" value="WERNDAU, GOLDEN CARWE"/>				
Usual residential address	<input type="text"/>				
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="CARMARTHENSHIRE"/>			
	County / Region	<input type="text" value="CARMARTHENSHIRE"/>	Postcode	<input type="text" value="SA32 8NE"/>	
	Country	<input type="text" value="U.K."/>			
	Date of birth	<input type="text" value="4"/>	<input type="text" value="11"/>	<input type="text" value="70"/>	Nationality
		<input type="text" value="BRITISH."/>			
	Business occupation	<input type="text" value="LANDSCAPE ARCHITECT."/>			
	Other directorships	<input type="text" value="ORGANICS TO GO LTD."/>			
	<input type="text"/>				
	I consent to act as director of the company named on page 1				
Consent signature	<input type="text" value="L. A. Lovlock"/>			Date	<input type="text" value="26/10/98"/>

This section must be signed by		
Either		
an agent on behalf of all subscribers	Signed	<input type="text" value="Philippa"/>
		Date <input type="text" value="5/11/98"/>
Or the subscribers	Signed	<input type="text"/>
		Date <input type="text"/>
(i.e those who signed as members on the memorandum of association).	Signed	<input type="text"/>
		Date <input type="text"/>
	Signed	<input type="text"/>
		Date <input type="text"/>
	Signed	<input type="text"/>
		Date <input type="text"/>
	Signed	<input type="text"/>
		Date <input type="text"/>

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

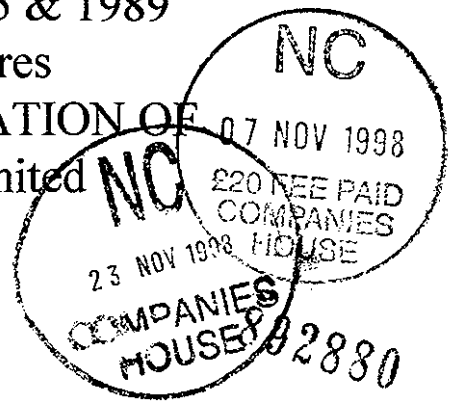
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

25008
12.1.10

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100.

THE COMPANIES ACTS 1985 & 1989
Company Limited by Shares
MEMORANDUM OF ASSOCIATION OF
Organics To Go (West) Limited



1. The name of the Company is 'Organics To Go (West) Limited'.
2. The registered office of the Company will be situated in England and Wales.
3. The Company is a worker co-operative, subject to democratic control by its workers.
4. The Company's objects are:
 - (a) To sell healthy food.
 - (b) To carry on any trade or business whatsoever and to do all such things which, in the opinion of the members of the Board, are incidental to the carrying on of any trade or business.
 - (c) To foster and support the principles of co-operation and work-place democracy by practical help and by successful example.
 - (d) To deal with the business, with money not immediately required for the Company's business, and with any of the Company's assets, as the Company thinks fit.
 - (e) To give to social or charitable purposes as the Company thinks fit.

3675694.



The objects specified in each clause of this paragraph shall be separate and independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the Company name.

5. The liability of the Members is limited.
6. The Company's Share Capital is £250,000, divided into 3 classes of share:
 - (a) 1,000 Voting Shares of £1 each
 - (b) 50,000 Member Shares of £1 each
 - (c) 199,000 Investment Shares of £1 each
7. In its dealings the Company will consider the well-being of the community, especially people who deal with or may be employed by the Company, fairly and impartially.
8. These Memorandum and Articles of Association will be construed so as to give reasonable business efficacy to them, to contracts entered into by the Company, and to the wishes of the Members of the Company.

We, the several persons whose names, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and agree to take the number of shares shown alongside our perspective names:

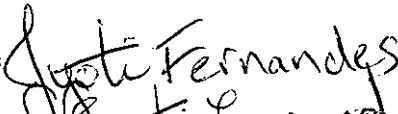
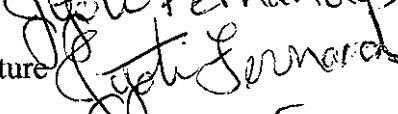
NAMES, SIGNATURES, ADDRESSES
AND OCCUPATIONS OF SUBSCRIBERS

NUMBER OF VOTING SHARES TAKEN

- | | | | | | |
|----|------------|-----------------------------------------------------|-----------|------------------------------------------------------------------------------------|----------|
| 1. | Name | J. R. HALLAM | Signature |  | |
| | Occupation | SALES PERSON. | | | |
| | Address | WERNDOLAU, GOLDEN GROVE
CARMARTHENSHIRE SA32 8NE | | | <u>1</u> |
| 2. | Name | I. LOVELOCK | Signature |  | |
| | Occupation | LANDSCAPE ARTIST. | | | |
| | Address | WERNDOLAU, GOLDEN GROVE
CARMARTHENSHIRE SA32 8NE | | | <u>1</u> |
| 3. | Name | | Signature | | |
| | Occupation | | | | |
| | Address | | | | |
| 4. | Name | | Signature | | |
| | Occupation | | | | |
| | Address | | | | |
| 5. | Name | | Signature | | |
| | Occupation | | | | |
| | Address | | | | |

Dated This 26th Day Of OCTOBER 1998

WITNESS TO THE ABOVE SIGNATURES

| | | | |
|------------|-------------------------------------------------------------------------------------|---------|-------------------------|
| Name |  | Address | Werndolau, Golden Grove |
| Signature |  | | Carmarthenshire |
| Occupation | Teacher | | |

THE COMPANIES ACTS 1985 & 1989
Company Limited by Shares
ARTICLES OF ASSOCIATION OF
Organics To Go (West) Limited

PRELIMINARY

The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company except to such an extent as they are amended by these Articles.

INTERPRETATIONS

1. In these Articles:-

"the Act" means the Companies Act 1985 and any amendments from time to time in force.

"Employee" means a person for the time being employed by the Company or any subsidiary or holding company of the Company.

"the Board" means the Board of Directors of the Company.

"Member" will mean an Employee who has been issued a certificate and whose name appears in the Register of Members as a holder of one Voting Share in the Company.

"Member Shareholder" will mean an Member who has been issued a certificate and whose name appears in the Register of Members as a holder of at least one Member Share.

"Investment Shareholder" means any person who has been issued a certificate and whose name appears in the Register of Investment Shareholders as a holder of at least one Investment Share.

SHARE CAPITAL

2.(1) The Company's Share Capital is £250,000, divided into 3 classes of share:

- (a) 1,000 Voting Shares of £1 each;
- (b) 50,000 Member Shares of £1 each, and;
- (c) 199,000 Investment Shares of £1 each

(2)

(a) Voting Shares may only be held by Employees.

(b) No-one may hold more than one Voting Share except as a nominee.

(c) A Voting Share will carry the right to vote at General Meetings of the Company. The holder of a Voting Share can cast only one vote on any resolution.

(d) The Voting share shall be neither transferable, shall carry no right to interest, dividend or bonus, and shall be redeemed on cessation of membership from whatever the cause.

(e) The Company cannot change the rights attached to Voting Shares.

(f) Member Shares may only be held by Members of the company.

(g) A Member may hold than one Member share.

(h) Member Shares shall be forfeited on cessation of membership from whatever the cause.

(i) Investment Shares may be held by both Members and Non-Members.

(3) (a) Unless otherwise stated any employee who has successfully completed a probationary period will be deemed to have signed the following application:-

"To Limited:

I.....of.....

wish to become a Member of the Company, so I ask you to enter my name in the Register of Members. I agree to take up one Voting Share in the Company at a premium calculated by the Board. The valuation of the share premium will be based on the consolidated net assets of the co-operative minus the nominal value of member and investment shares divided by the number of voting shares then issued, also taking into account expected future performance and profitability. If the premium calculated by the Board is unacceptable to me then the premium shall be calculated by independent auditors or other professional body acceptable to both parties.

(b) If I stop being an employee of the Company I agree to resell my Voting Share to the Secretary as nominee at a premium calculated by the Board. The valuation of the share premium will be based on the consolidated net assets of the co-operative minus the nominal value of member and investment shares divided by the number of voting shares then issued, also taking into account expected future performance and profitability. If the premium calculated by the Board is unacceptable to me then the premium shall be calculated by independent auditors or other professional body acceptable to both parties.

If I stop being an employee of the company I agree to convert my Member shares to an equal number of Investment Shares.

Dated this.....day of.....

.....
(signature)"

(c) Within 21 days of ending his/her employment the ex-employee will deliver to the Secretary a signed Stock Transfer Form for the Voting Share.

If on the expiration of the 21 day period no Stock Transfer Form has been received from the ex-employee, two members of the Board will execute a Stock Transfer Form on her/his behalf and deliver it to the Company.

(4)(a) Member Shares can only be held by Members. They carry no rights to vote at Company meetings, except at meetings of Member Shareholders.

(b) The overall return on Member Shares shall form proportionate acknowledgement of each Member's past and present contribution to the Company as evaluated by the Board.

(5)(a) Investment Shares may be held by any person. They carry no rights to vote at Company meetings, except meetings of Investment Shareholders.

(b) A dividend can be paid to holders of Investment Shares, but the overall return on investment Shares will be no more than is necessary to retain the investment.

(c) The Company has the right to redeem Investment Shares at par and on a winding up the holders of the Investment Shares will be entitled to receive their par value but will not otherwise participate in any distribution of any surplus assets of the Company.

(6) The Company may:

(1) (a) increase authorised share capital by new shares of such amount as the Company thinks fit;

(b) cancel shares which have not been taken or agreed to be taken by anyone.

(2) The rights attached to Investment Shares can only be changed with:

(a) the consent in writing of three quarters of the Members, and;

(b) the consent in writing of three quarters of the Investment

Shareholders, or an Extraordinary Resolution passed at a meeting of Investment Shareholders.

(3) The rights attached to the Member Shares can only be changed by the consent in writing of three quarters of Members.

ISSUE AND REDEMPTION OF SHARES

3.(1) Subject to Article 2 and the provisions of the Act, any shares can be issued on the terms that they are liable, at the option of the Company, to be redeemed at the option of the company or the holder, on such terms as the Board may decide.

(2) Subject to the provisions of the Companies Act the Company can redeem any of its own fully paid Investment Shares as follows:

(i) the Company can redeem Shares out of profits and,

(ii) insofar as there are insufficient profits to do so, out of capital following the requirements of the Companies Act.

4. Subject to these Articles and to any resolution of the Company, the Board can, for the purposes of Section 80 of the Companies Act 1985, deal with any relevant securities on such terms as they think fit.

5. Investment Shares cannot be transferred to anyone other than the Company without the consent of the Board. The shares to be transferred can be acquired by the Company at their par value.

GENERAL MEETINGS

6. The Company must hold an Annual General Meeting every calendar year, and not more than eighteen months after the last Annual General Meeting. The first Annual General Meeting will be held within eighteen months of incorporation.

7. Ten percent of Members can convene an Extraordinary General Meeting of the Company whenever they think fit, giving the proper notice.

8. Every Member and anyone else who receives a notice can attend and speak at a General Meeting.

9. Any person can act as proxy for a Member at a meeting.

10. The quorum for a General Meeting is half the Members with the right to vote. If a quorum is not present the meeting should be adjourned to the same time and place the following week, or to another time and place decided by the Members present.

11. Decisions at General Meetings are made by passing resolutions. Those present and entitled to vote will strive to make decisions by consensus.

12. Where consensus cannot be reached, decisions will be made by a show of hands, unless a poll is demanded by at least 2 Members, on the following basis:

(a) The Memorandum and Articles of Association can only be altered by Special Resolution, i.e. a resolution passed by three-quarters of the Members voting at the General Meeting.

(b) Decisions to dispense with an Annual General Meetings, or not to lay accounts before the Company in General Meeting are made by Elective Resolution, i.e. a resolution passed unanimously by all Members of the Company. Any Elective Resolution can later be revoked by Ordinary Resolution.

(c) All other decisions will be made by Ordinary Resolution, i.e. a resolution passed by a simple majority of votes cast.

13. An entry in the minutes is conclusive evidence that a resolution has been carried or lost.

14. A written resolution signed by all the Members is valid as if properly passed at a General Meeting.

THE BOARD OF DIRECTORS

15. The Company will have a Board of Directors made up of a minimum of 2 Members elected at the Annual General Meeting.

16. The Board can appoint any Member to be a Board Member at any time, and can remove him/her at any time. S/he holds office until the next Annual General Meeting, when S/he can be re-elected. He/she can resign in writing at any time.

17. Members will share responsibility for the Company and its work. So any person who fails, without good reason, to attend three consecutive Board meetings may be removed from the Board.

18. Company business will be managed by the Board. They can do anything which the Company can do and which does not have to be done at a General Meeting.

19. The Board members will strive for consensus on all decisions, but where consensus cannot be reached, decisions will be made by a majority of votes.

20. The quorum for a Board meeting is two. If the number of Board Members falls below the quorum, they can still meet in order to fill the vacancies or call a General Meeting.

21. A written resolution signed by all Board members entitled to vote will be valid as if properly passed at a Board meeting.

22. The Board can create sub-committees from Members, and delegate powers to them.

23. The Board will choose a Company Secretary and can remove him/her.

24. The Board and any sub-committee of the Board must take minutes of its meetings, and keep proper accounts of all money received and spent by the Company, all sales and purchases by the Company, and the assets and liabilities of the Company. The accounts can be inspected by any Member during working hours.

25. If accounts are prepared for a General Meeting a copy will be made available for every Member at least 7 days before the date of the Meeting.

NOTICES FOR MEETINGS

26. Any General Meeting needs 14 days' notice, or less if this is agreed by a majority of the people entitled to vote. Notices should give the place, time, and purpose of the meeting.

27. If a notice is posted, it will be assumed to have been served 48 hours later.

28. An accidental failure to serve a notice will not invalidate proceedings at a meeting.

MISCELLANEOUS

29. The Company will indemnify every Member, auditor or officer of the Company against all losses or liabilities incurred in the course of his/her office, except for liabilities caused by his/her fraud, negligence, or actions outside his/her authority.


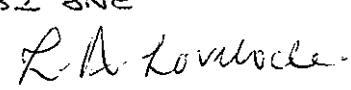

PROFIT OF THE COMPANY

30. The Board shall decide from time to time that the profit of the Co-operative shall be applied:-

- a) Firstly, to a general reserve for the continuation and development of the Company.
- b) Secondly, on the recommendation of the Board by way of dividend to Member and Investment Shareholders.
- c) Thirdly, to issue member or investment shares.
- d) Fourthly, to make payments for social and charitable objects

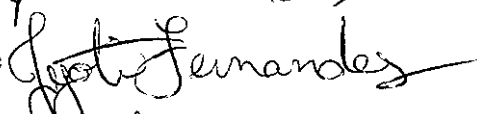
NAMES, SIGNATURES,
ADDRESSES AND OCCUPATIONS
OF SUBSCRIBERS

NUMBER OF VOTING SHARES TAKEN:

1. Name E. R. HALLAM Signature 
Occupation SALES PERSON
Address WERNDOLAU, GOLDEN GROVE, 1
CARMARTHEN SHIRE SA32 8NE
2. Name I. LONLOCK Signature 
Occupation LANDSCAPE ARCHITECT
Address WERNDOLAU, GOLDEN GROVE 1
CARMARTHEN SHIRE SA32 8NE
3. Name _____ Signature 
Occupation _____
Address _____
4. Name _____ Signature _____
Occupation _____
Address _____
5. Name _____ Signature _____
Occupation _____
Address _____

Dated This 26th Day Of OCTOBER 1998

WITNESS TO THE ABOVE SIGNATURES

Name Jyoti Fernandes Address Werndolau, Golden Grove,
Signature  Carmarthenshire
Occupation Teacher SA328NE