

number of }
company }

367551

[Form No 41.

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

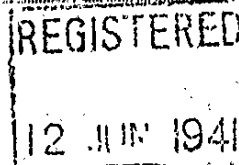
REQUIREMENTS OF THE COMPANIES
ACT, 1929.

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

Midland Counties Industrial Catering Company

LIMITED.

(See Page 2 of this Form.)



53452-30

Telegrams: "Certificate, Estrand, London."

Telephone No.: Holborn 0434 (3 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



I Rowland Alfred Webb
of 139 Kenilworth Road
Coventry.

Person named in the Articles of Association as

*Hereinsert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a Director of
Midland Counties Industrial Catering Company

(11)

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at Birmingham

in the County of Warwick

the twelfth day of June,

One thousand nine hundred and forty nine,

before me,

Thomas H. H. H.

A Commissioner for Oaths. +

Rowland Alfred Webb

NOTE.—This margin is reserved for binding, and must not be written across.

Number of
Certificate)

367551

[Form No. 25.

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

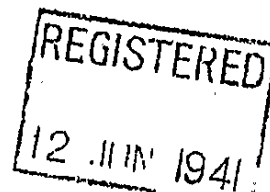
OF

Middland Counties Industrial Catering Company

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)



The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (3 Lines.)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2.

and 13 BROAD STREET PLACE, E.C. 2.

nted by



THE NOMINAL CAPITAL

OF

Holland Counties Industrial Catering Company

LIMITED,

is Three hundred Pounds,
divided into Three hundred ordinary Shares
of One pound each.

Signature



Description

"Director"

Dated the 6th day

of June, 1941

NOTE: A margin is reserved for binding, and must not be written across.

*** This Statement should be signed by an Officer of the Company.

367551



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.



Memorandum of Association

o f

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY
LIMITED.

1. The name of the Company is "MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (a) To carry on all or any of the businesses of Catering and Refreshment Contractors, Proprietors and Managers of Canteens, Dining or Refreshment Rooms, Restaurants, Cafes, Eating Houses, Snack or Milk Bars and Cafes, Dealers in Cooked or Prepared Foods of all kinds, Licensed Victuallers, Hotel and Lodging House Proprietors, Wine, Beer, and Spirit Merchants, and Manufacturers of and Dealers in Aerated, Mineral and Artificial Waters, and other Drinks, Provision Merchants, Bakers, Pastrycooks, Confectioners, Grocers, Greengrocers, Fruiterers, Poulterers, Butchers, Dairy,



men, Fishmongers, Tobacconists, Hairdressers, Newsagents, Stationers, Booksellers, Drapers Tailors, Sporting and General Outfitters, Hosiery, Haberdashers, Bootmakers, Ironmongers, Garage Proprietors, Haulage Contractors Jobmasters, Dealers in Motor Cars, Motor Cycles, Cycles and Wireless Sets and Parts and Accessories and Toilet Requisites and other Articles and Commodities of Personal or Household use, Chemists, Laundrymen, Proprietors of Clubs, Lending Libraries, Reading, Writing and Newspaper Rooms, and Billiard Rooms, Agents for Railway and Shipping Companies and Carriers, Theatrical and Opera Box Office Proprietors and General Merchants and Storekeepers.

- (b) To do any or every act or thing that may be appurtenant incidental or necessary in connection with the foregoing purposes and generally to carry on the said businesses in all their branches or any business of a character similar or analogous to the foregoing.
- (c) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property and rights so acquired.
- (d) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

- (e) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed or property suitable for the purposes of the Company.
- (f) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company.
- (g) To take, or otherwise acquire, and hold shares in any other company having objects altogether, or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (h) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (i) To sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, partly or fully paid up debentures, debenture stock, or securities of any other company, whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise.
- (j) To promote, finance, or assist any other

company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (k) To raise or borrow, or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.
- (l) To make and execute any Deed, Agreement, Appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto, or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants, and other negotiable, commercial or transferable instruments or securities.
- (m) To pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock or other securities of the Company or in or about the promotion or formation of the Company or the conduct of its business.
- (n) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.

- (o) To lend money to such person or company and on such terms as may seem expedient.
- (p) To give any guarantee or indemnity as may seem expedient.
- (q) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- (r) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (s) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise and by, or through, trustees, agents, or otherwise, and either alone or in conjunction with others.
- (t) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any dominion, colony, or dependency, or in any foreign country or place.
- (u) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any

exhibition, or for any public, general or useful objects.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The share capital of the Company is £300 divided into 300 shares of £1 each.

6. Subject to the provisions of Section 61 of the Companies Act, 1929, the Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or new capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or priorities in payment of dividends or distribution of assets, or otherwise over any other shares, and to subject the same to any restrictions, limitations, or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

WE the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>James Wallace</i> Irvine. Birmingham Road. Haslebrook. Bromsgrove. (Merchant)	one ordinary share.
<i>Pawson</i> 139. Kenilworth Road. Coventry. (Merchant)	one ordinary share.
<i>James ...</i> 52. Frederick Road. Edgbaston. Birmingham. (Merchant)	one ordinary share.

DATED the 6th day of June 1941.

WITNESS to the above Signatures:-

James ...
Solicitor
 Birmingham

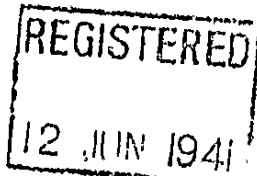
367551

8.

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.



Articles of Association

o f

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY
L I M I T E D.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table A in the First Schedule to the Companies Act, 1929, shall apply to this Company.

2. The Company shall be a Private Company pursuant to the Companies Act, 1929, and for this purpose the number of the Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company shall be limited to fifty.

3. The Company shall not issue to the public any invitation to subscribe for any shares or debentures of the Company.

SHARES AND CERTIFICATES.

4. The Shares shall be under the control of the Directors, who may allot and dispose of the same to

such persons, on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, and subject to the provisions of Section 47 of the Companies Act, 1929, shares may be issued at a discount.

5. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls and such calls may be made payable by instalments.

6. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any shares as the absolute owner thereof, and shall not, except as ordered by a Court of competent jurisdiction, be under any obligation to recognise any trust or equity or equitable claim to or interest in such share on the part of any other person, whether or not it shall have express or any other notice thereof.

TRANSFER OF SHARES.

7. (A) A share may be transferred by a Member or other person entitled to transfer, to any Member selected by the transferor, but save as provided by Sub-Article (H) of this Article, no share shall be transferred to a person who is not a Member, so long as any Member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to Membership is willing to purchase the same at the fair value.

(B) Except where the transfer is made pursuant to Sub-Article (A) or (H) of this Article the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his Agent for the sale of the share to any Member of the Company, or person selected as aforesaid, at the price so fixed, or at the option of the purchaser at the fair value to

be fixed by the Auditor in accordance with these Articles. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall within the space of twenty-eight days after being served with such notice find a Member or person selected as aforesaid willing to purchase the share (hereinafter called "purchaser"), and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to the purchaser.

(D) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an Arbitrator, and accordingly the Arbitration Acts, 1889 to 1934, shall not apply.

(E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the share, the Company may receive the purchase-money on his behalf, and may authorise some person to execute a transfer of the share in favour of the purchaser, who shall thereupon be registered as the holder of the share. The receipt of the Company for the purchase-money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a Member or person selected as aforesaid willing to purchase the shares, and give notice in manner aforesaid,

the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (I) of this Article, to sell and transfer the shares or those not placed to any person and at any price.

(G) The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any notice served on the Company, pursuant to Sub-Article (B) of this Article, shall be offered to the Members, and as to their rights in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same.

(H) Any share of a deceased Member may be transferred by his legal personal representatives to any son, daughter, widow or widower, of such deceased Member, and Sub-Article A of this Article shall not apply to any transfer authorized by this Sub-Article.

(I) The Directors may refuse to register any transfer of a share (a) where the Company has a lien on the share; (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person; (c) where the Directors are of an opinion that the proposed transferee is not a desirable person to admit to Membership; but notice of such refusal to register shall be sent to the transferee in accordance with the provisions of Section 66 of the Companies Act, 1929. But paragraphs (b) and (c) of this Sub-Article shall not apply where the proposed transferee is already a Member, nor to a transfer made pursuant to Sub-Article (H) of this Article.

BORROWING POWERS.

8. Clause 69 of Table A shall not apply.

MEETINGS.

9. Two Members personally present at a General Meeting of the Company shall be a quorum, and Clause 45 of Table A shall be modified accordingly.

10. An instrument appointing a proxy may appoint several persons in the alternative, and Clause 61 of Table A shall be modified accordingly.

DIRECTORS.

11. James Wallace, John Michael Carmody, and Rowland Alfred Webb shall be the first Directors, and each of them shall be entitled, subject to Articles 17, to retain office so long as he holds at least one share, and whilst holding office by virtue of this provision shall be called a permanent Director. Clauses 73, 74 and 80 of Table A shall not apply to a permanent Director.

12. The Directors, including permanent Directors, shall not be less than two nor more than five.

13. The Company in General Meeting shall have power to appoint the ordinary Directors and to fix their qualification.

14. Unless otherwise determined by the Directors, two shall form a quorum at a Meeting of Directors.

15. A Resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

16. Clauses 64, 66, 77 and 82 of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS.

17. The office of a Director shall be vacated:

- (A) If he cease to be a Director by virtue of Section 141 of the Companies Act, 1929.

- (B) If he become prohibited from being a Director by reason of any order made under Section 217 or Section 275 of the Companies Act, 1929.
- (C) If he become bankrupt or insolvent or compound with his creditors.
- (D) If he become of unsound mind.
- (E) If he be convicted of an indictable offence and the other Directors resolve that in their opinion such offence involved fraud or dishonesty on his part.
- (F) If he absent himself from the Meetings of the Directors for a period of six calendar months, except through illness without special leave of absence from the other Directors.
- (G) If he give the Directors one calendar month's notice in writing that he resigns his office.

Clause 72 of Table A shall not apply.

18. A Director may enter into contracts or arrangements, or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party, or in which he is interested, by reason of his being at the same time a Director of the Company; provided that such Director discloses to the Board, at or before the time when such contract, arrangement, or dealing is determined upon, the nature of his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest in accordance with the provisions of Section 149 of the Companies Act, 1929. No Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested, or upon any matter arising thereout, nor shall he be reckoned in

estimating a quorum when any such contract arrangement or deal is under consideration.

19. A Director may hold any other office or place of profit in the Company in conjunction with his Directorship, except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

WINDING UP.

20. With the sanction of an Extraordinary Resolution of the Members, any part of the assets of the Company, including any shares in other companies, may be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY.

21. Subject to the provisions of Section 152 of the Companies Act, 1929, every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the Members over all other claims.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

James Wallace
 Lurville.
 Birmingham Road.
 Marlbrook.
 Birmingrove.
 (Merchant.)

R. A. Scott
 139. Kenilworth Road.
 Coventry.
 (Merchant.)

J. W. Cunningham
 52. Frederick Road.
 Edgbaston.
 Birmingham
 (Merchant.)

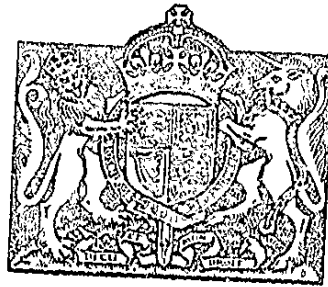
DATED the 6th day of June 1941.

WITNESS to the above Signatures:

James H. H. H.
 Solicitor
 Birmingham

DUPLICATE FOR THE FILE.

No. 367551



Certificate of Incorporation

I Hereby Certify,

That

THE JORDAN & SONS LTD. GARDEN COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

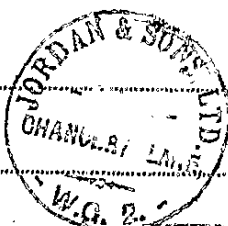
Given under my hand at London this ^{11th} ~~12th~~ day of June One

Thousand Nine Hundred and ~~1937~~ 1941.

R. H. H. H.

Registrar of Companies.

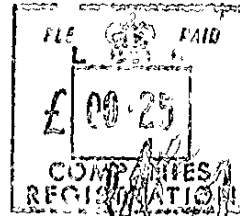
Certificate
received by



Thos

Date 12 June 1941

367.55/35



The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

(Pursuant to Section 141 (2))

OF

Midland Counties Industrial Catering Company Limited.

Passed 26th June 1962.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 1197 Bristol Road South, Birmingham 81, on Tuesday, the 26th day of June 1962, the following SPECIAL RESOLUTIONS were duly passed:—

RESOLUTIONS.

1. The capital of the Company shall be and is hereby increased to £600 by the creation of 300 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company.

2. The Articles of Association of the Company shall be and are hereby amended by the addition of the following Article to be numbered 22:—

CAPITALISATION OF PROFITS.

22. (A) The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any

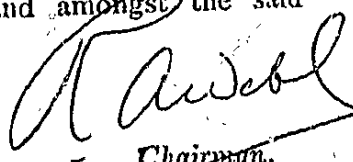
RECORDED
10 JUL 1962

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED

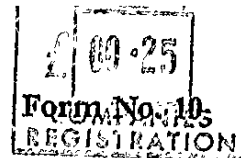
shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or partly in one way and partly in the other. Provided that the Share Premium Account and a Capital Redemption Reserve Fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

(b) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also to authorise any person to enter, on behalf of all the members interested, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

3. That it is desirable to capitalise the sum of £800 undivided profits of the Company (being part of the amount standing to the credit of Profit and Loss Account) and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £800 to and amongst the persons who on the 25th day of June 1962 were registered as holders of Ordinary Shares in the capital of the Company by allotting to the said persons one bonus Ordinary Share of £1 in the capital of the Company for each existing Ordinary Share held by them respectively and to apply such sum on behalf of the said shareholders in paying up in full 800 unissued Ordinary Shares of £1 each in the capital of the Company, the said shares to rank for any dividends declared after the date of issue and to be allotted and distributed credited as fully paid up to and amongst the said shareholders in the proportion aforesaid.


Chairman.

Number of } 367551
Company }



THE COMPANIES ACT, 1948

CP 52

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company { MIDLAND COUNTIES INDUSTRIAL
CATERING COMPANY

LIMITED

10 JUL 1962

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED

COMPANY DEPARTMENT

10 JUL 1962

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

MIDLAND COUNTIES INDUSTRIAL CATERING

COMPANY

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-
ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by a *Special

Resolution of the Company dated the 26th day of June, 1962

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £300. beyond the Registered Capital of £300.

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each Share

300

Ordinary

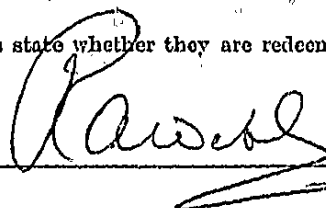
£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

In all respects pari passu with the existing Ordinary Shares of the Company.

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature



State whether Director
or Secretary

Director.

Dated the 27th day of June, 1962

Note.—This margin is reserved for binding and must not be written across

Number of
Company } 367551

34

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
OF

MIDLAND COUNTIES INDUSTRIAL

CATERING COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

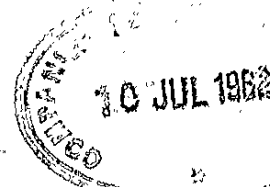
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED

COMPANY DEPARTMENT



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

THE NOMINAL CAPITAL

OF

MIDLAND COUNTIES INDUSTRIAL

CATERING COMPANY

Limited

has by a Resolution of the Company dated

26th June, 1962 *been increased by*

the addition thereto of the sum of £ 300 *,*

divided into :—

300 *Ordinary Shares of* £1. *each*

~~*Shares of*~~ ~~*each*~~

beyond the registered Capital of £300.

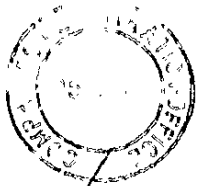
Signature _____

R. A. Webb

(State whether Director or Secretary) Director.

Dated the 27th day of June, 1962.

Note.—This margin is reserved for binding and must not be written across



Number of Company 367551.

The Companies Act, 1948.

NO ACTION
COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Section 141 (2))

OF

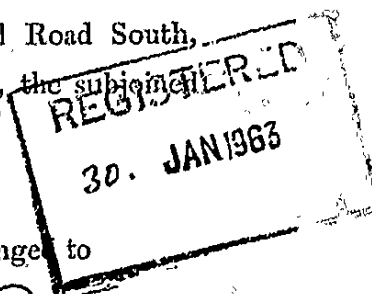
**Midland Counties Industrial Catering
Company Limited.**

Passed 22nd January, 1963.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 1197 Bristol Road South, Birmingham 31, on the 22nd day of January, 1963, the subject of SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION.

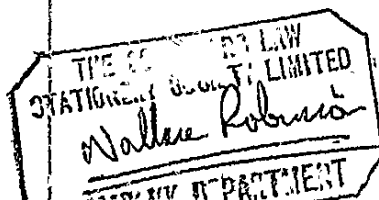
That the name of the Company be changed to
MIDLAND CATERING LIMITED



Radcliffe
Chairman.

S.L.S.S.Bm./14515S

653



No. of Company 367551. /43

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Resolutions

OF

Midland Counties Industrial Catering Company Limited.

Passed 23rd March 1965.

REGISTERED

2 APR 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 1197 Bristol Road South, Birmingham 31, on Tuesday, the 23rd day of March 1965, the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS:—

RESOLUTIONS.

1. That the capital of the Company be and is hereby increased to £1,200 by the creation of 600 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company.

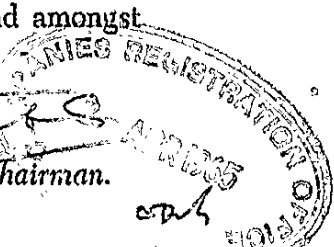
2. That it is desirable to capitalise the sum of £600 undivided profits of the Company (being part of the amount standing to the credit of Profit and Loss Account) and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £600 to and amongst the persons who on the 22nd day of March 1965 were registered as holders of Ordinary Shares in the capital of the Company by allotting to the said persons one bonus Ordinary Share of £1 in the capital of the Company for each existing Ordinary Share held by them respectively and to apply such sum on behalf of the said shareholders in paying up in full 600 unissued Ordinary Shares of £1 each in the capital of the Company, the said shares to rank for any dividends declared after the date of issue and to be allotted and distributed credited as fully paid to and amongst the said shareholders in the proportion aforesaid.

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED

S.L.S.S./Bm.21888/4737S

COMPANY DEPARTMENT

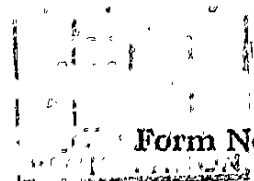
Chairman.



Number of
Company

367551

1/4



Form No. 10

THE COMPANIES ACT, 1948

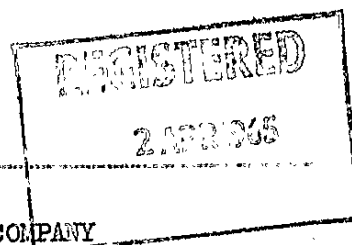
Notice of Increase in Nominal Capital

Pursuant to section 63

Report the
Name
of the
Company

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY

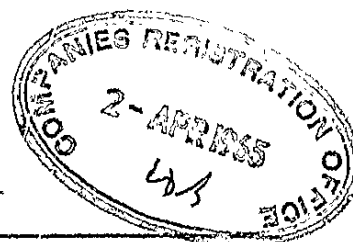
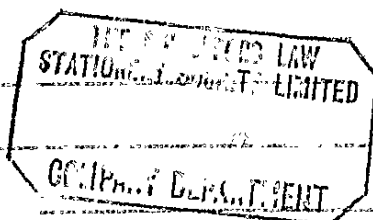
LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Filed by



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

MIDLAND COUNTIES INDUSTRIAL CATERING

COMPANY Limited, hereby gives you notice, pursuant to

*"Ordinary", "Extra-ordinary", or "Special". Section 63 of the Companies Act, 1948, that by an * Ordinary Resolution of the Company dated the 23rd day of March 1965 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £600 beyond the Registered Capital of £600.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
600	Ordinary	£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

In all respects pari passu with the existing Ordinary Shares of the Company.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

Cawc

State whether Director } Director
or Secretary }

Dated the 24th day of March 1965.

Note.—This margin is reserved for binding and must not be written across

Number of Company 567551 145

Form No. 26a

THE STAMP ACT, 1891

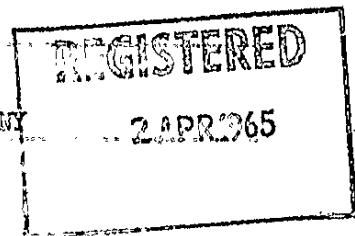
(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital OF

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY
LIMITED



Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

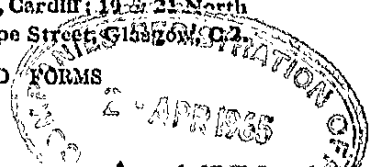
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Witness my hand

The Solicitors' Law Stationery Society, Limited.
25 Abchurch Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Fenchurch Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

MIDLAND COUNTIES INDUSTRIAL

CATERING COMPANY

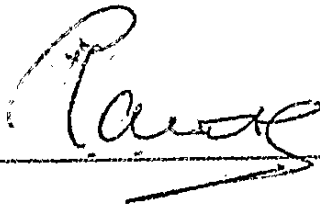
Limited

has by a Resolution of the Company dated
23rd March 1965 been increased by
the addition thereto of the sum of £600,
divided into:—

600 Ordinary Shares of £1. each
~~Shares of~~ each

beyond the registered Capital of £600.

Signature



(State whether Director or Secretary) Director

Dated the 24th day of March 1965.

Note.—This margin is reserved for binding and must not be written across

Number of Company 367551. 50

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
(Pursuant to Section 141 (2))

of

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED

Passed 9th February 1968

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 52 Newhall Street, Birmingham, 3 on the 9th day of February 1968, the following Resolutions were passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the share capital of the Company be increased to £2,400 by the creation of an additional 1,200 Ordinary Shares of £1 each ranking pari passu in all respects with the existing 1,200 Ordinary Shares of £1 each in the capital of the Company.

2. That each of the 1,200 Ordinary Shares of £1 each of the Company in issue immediately prior to the holding of this Meeting be converted into one 7 per cent. Cumulative Preference Share of £1 carrying the following rights and privileges :-

(A) The said 7 per cent. Cumulative Preference Shares will confer on the holders thereof :-

(i) The right to receive in priority to all other shares in the capital of the Company out of the profits of the Company which it shall be determined to distribute a cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up thereon and

(ii) The right on a return of assets whether in a winding up or otherwise, in priority to all other shares in the capital of the Company, to repayment of the capital paid up thereon together with a sum equal to all arrears or accruals or deficiency of the said cumulative preferential dividend calculated down to the date of repayment of capital (and in the case of a winding up whether earned or declared or not)

(iii) The said Cumulative Preference Shares will not confer any further right to participate in profits or assets

(B) The said Cumulative Preference Shares will not confer the right to receive notice of or to be present or to vote

either in person or by proxy at any General Meeting unless (a) at the date of the notice convening the meeting the preferential dividend or any part thereof shall have remained unpaid for six months after any half-yearly day fixed for payment thereof or (b) a resolution is to be proposed for winding up the Company or (c) a resolution is to be proposed abrogating or directly and adversely varying any of the rights or privileges of the holders of such shares as a class

3. That the sum of £1,200 (being part of the amount standing to the credit of the Profit and Loss Account of the Company) be capitalised and that the Directors be authorised and directed to appropriate and apply the said sum of £1,200 in paying up in full 1,200 Ordinary Shares of £1 each of the Company and to allot and distribute such Shares, credited as fully paid, to and among the persons who, immediately prior to the Meeting, were the registered holders of the 1,200 issued Ordinary Shares of £1 each of the Company in the proportion of one new Ordinary Share, fully paid, for every one Ordinary Share then held by them respectively.

4. That the Articles of Association of the Company be amended as follows :-

(a) By the deletion of Article 7 and the substitution of the following new Article :-

"7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or no. it is a fully paid share."

(b) By the deletion of Article 11 and the substitution of the following new Article :-

"11. A Director shall not retire by rotation and Clauses 73 to 80 inclusive of Table A shall be modified accordingly. Save as so modified Clause 80 of Table A shall continue to apply without prejudice to the provisions of Section 184 of the Companies Act, 1948"

(c) By the substitution in Article 12 of the word "ten" in place of the word "five" therein appearing.

(d) By the deletion from Article 17 of paragraph (G) and the substitution of the following new paragraph :-

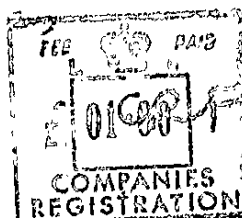
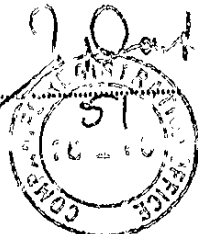
"(G). If he resigns his office by notice in writing to the Company".

(e) By the deletion of Article 18 and the substitution of the following new Article :-

"18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and save as herein provided Clause 84 in Part 1 of Table "A" in the First Schedule of the Companies Act, 1948 (duly modified) shall apply."

SECRETARY

Number of } 367551
Company }



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

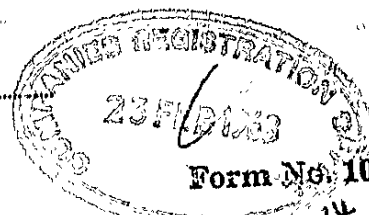
Presented by

Nabarro, Nathanson & Co.,

Document Filer's Reference.....JPR

211 Piccadilly.

London, W.1.



Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 4 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

MIDLAND COUNTIES INDUSTRIAL CATERING

COMPANY

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-
ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by a *Special

Resolution of the Company dated the 9th day of February 1968

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £1,200 beyond the Registered Capital
of £1,200

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
1,200	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows :—

The new Ordinary Shares will rank *pari passu*
in all respects with the Ordinary Shares of
the Company in issue prior to the passing of the
above mentioned resolution.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Director

Dated the 9th day of February, 1968

Note.—This margin is reserved for binding and must not be written across

7 Hope of 1900
Number of } 367551
Company } 52

ced 76

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

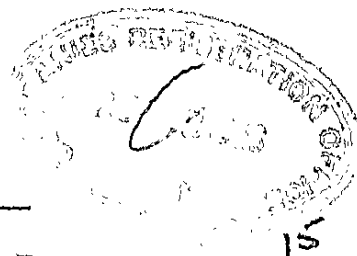
Presented by

Document Filer's Reference JPR

Nabarro, Nathanson & Co.,

211, Piccadilly,

London, W.1.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY

Limited

has by a Resolution of the Company dated
29th February, 1968, been increased by
the addition thereto of the sum of £ 1,200,
divided into:—

1,200 Ordinary Shares of £1 each

Shares of £1,200 each

beyond the registered Capital of

Signature

(State whether Director or Secretary) Director

Dated the 9th day of February, 1968

Note—This margin is reserved for binding and must not be written across

Number of
Company 367551 58

NC 451
AV
J. J. Owen
27/8/71

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY
LIMITED

Passed 6th August, 1971

AT a MEETING of the above-named Company, duly convened, and
held at 1197, Bristol Road South, Northfield, Birmingham 31
on the 6th day of August, 1971, the subjoined
SPECIAL RESOLUTION was duly passed, viz:-

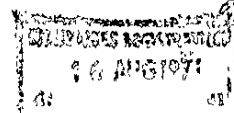
RESOLUTION

That the name of the Company be changed to:

MIDLAND CATERING LIMITED

Signature *[Signature]*

..... Secretary





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 357551

59

I hereby certify that

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

MIDLAND CATERING LIMITED

Given under my hand at London the 8th September 1971

J.R. Knight
(J. R. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

RESOLUTION

of

MIDLAND CATERING LIMITED

Passed on the 10th day of July 1980

At an Extraordinary General Meeting of the members of the above Company duly convened and held on the 10th day of July 1980 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the existing Clause 3(a) of the Memorandum of Association of the Company be renumbered Clause 3(a)(i) and the following additional Clause 3(a)(ii) be inserted:-

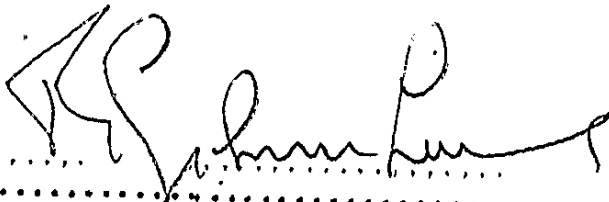
- " 3(a)(ii) To carry on the business or businesses of purchasing or selling, hiring or leasing, trading in or dealing with vending machines, kitchen and all other equipment whether by way of hire purchase, credit and discount trading or any other form of financing or commercial dealing including the supply, distribution and sale of food, beverages and all other suitable commodities for use in vending machines and to design, manufacture, assemble new and refurbished vending machines, kitchen and all other equipment and to supply, distribute and trade in spare parts for the same and to undertake

.../Contd



.../Contd

the installation and operation of all vending machines, kitchen and all other equipment on industrial commercial educational institutional government controlled or similar locations and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world. "



.....
.....
Chairman

367551

92

ACCEPT UNSTAMPED 140

NC/CN 1418

SIGNED

DATE

Payne

19/81

THE COMPANIES ACTS 1948 to 1980.

367,551.

A PRIVATE COMPANY LIMITED BY SHARES.

MIDLAND CATERING LIMITED.

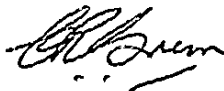
At an Extraordinary General Meeting of the Members of the Company duly convened and held at short notice at the offices of the Company at Cambridge Grove, London, W6 0LE on the 10th day of August, 1981 the following Resolution was adopted as a Special Resolution.

SPECIAL RESOLUTION.

That with the consent of the Secretary of State the name of the Company be changed to :-

GRANDMET CATERING SERVICES LIMITED.

Dated the 10th day of August, 1981.



C. R. Green.
Company Secretary.

FILED BY:

M. R. CHETTLBURGH LIMITED

140/141 TEMPLE CHAMBERS

TEMPLE AVENUE

LONDON W.C.4.

TEL: 01-863-1441/2

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 367551

93

I hereby certify that

MIDLAND CATERING LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

GRANDMET CATERING SERVICES LIMITED

Given under my hand at Cardiff the

1ST OCTOBER 1981

A handwritten signature in dark ink, appearing to read 'R. J. Wilson', written in a cursive style.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

RESOLUTION

of

GRANDMET CATERING SERVICES LIMITED

Passed on the 28th May 1982

At an Extraordinary General Meeting of the members of the above Company duly convened and held on the 28th day of May 1982 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the existing Clause 12 of the Articles of Association of the Company be deleted and the following Clause 12 be inserted in its place:-

12. Directors, including permanent Directors shall not be less than two or more than fifteen.

[Signature]

Certified a true copy.

[Signature] (C.R. GREEN)
COMPANY SECRETARY



I certify that these Memorandum and Articles of Association and Resolutions annexed thereto are true copies of the original documents.

NUMBER OF COMPANY 367551

367551

102

The Companies Act, 1929.

W. Brown
Company Secretary.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

GRAM

X MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED X

Incorporated the 12th day of June, 1941.



Number of Company 367551

THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

RESOLUTION

of

GRANDMET CATERING SERVICES LIMITED

Passed on the 28th May 1982

At an Extraordinary General Meeting of the members of the above Company duly convened and held on the 28th day of May 1982 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the existing Clause 12 of the Articles of Association of the Company be deleted and the following Clause 12 be inserted in its place:-

12. Directors, including permanent Directors shall not be less than two or more than fifteen.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 367551

I hereby certify that

MIDLAND CATERING LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

GRANDMET CATERING SERVICES LIMITED

Given under my hand at Cardiff the

1ST OCTOBER 1981

A handwritten signature in dark ink, appearing to be 'R. V. A.', written over a horizontal line.

Assistant Registrar of Companies



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 367551

I hereby certify that

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

MIDLAND CATERING LIMITED

Given under my hand at London the 8th September 1971


(F. L. KNIGHT)

Assistant Registrar of Companies

No. 367551



Certificate of Incorporation

I Hereby Certify,

That

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at ^{Llandudno}~~London~~ this twelfth day of June One

Thousand Nine Hundred and forty-one.

R. Austin

Registrar of Companies.

THE COMPANIES ACTS 1948 to 1980.

367,551.

A PRIVATE COMPANY LIMITED BY SHARES.

MIDLAND CATERING LIMITED.

At an Extraordinary General Meeting of the Members of the Company duly convened and held at short notice at the offices of the Company at Cambridge Grove, London, W6 OLE on the 10th day of August, 1981 the following Resolution was adopted as a Special Resolution.

SPECIAL RESOLUTION.

That with the consent of the Secretary of State the name of the Company be changed to :-

GRANDMET CATERING SERVICES LIMITED.

Dated the 10th day of August, 1981.

C. R. Green.
Chairman.

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

RESOLUTION

of

MIDLAND CATERING LIMITED

Passed on the 10th day of July 1980

At an Extraordinary General Meeting of the members of the above Company duly convened and held on the 10th day of July 1980 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the existing Clause 3(a) of the Memorandum of Association of the Company be renumbered Clause 3(a)(i) and the following additional Clause 3(a)(ii) be inserted:-

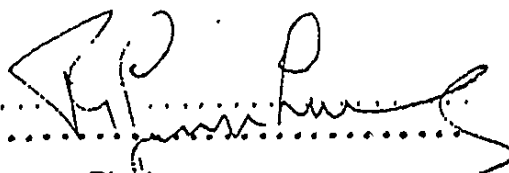
- " 3(a)(ii) To carry on the business or businesses of purchasing or selling, hiring or leasing, trading in or dealing with vending machines, kitchen and all other equipment whether by way of hire purchase, credit and discount trading or any other form of financing or commercial dealing including the supply, distribution and sale of food, beverages and all other suitable commodities for use in vending machines and to design, manufacture, assemble new and refurbished vending machines, kitchen and all other equipment and to supply, distribute and trade in spare parts for the same and to undertake



.../Contd

.../Contd

the installation and operation of all vending machines, kitchen and all other equipment on industrial commercial educational institutional government controlled or similar locations and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world. "

A handwritten signature in dark ink, appearing to read 'R. P. Singh', is written over a horizontal dotted line. The signature is fluid and cursive, with a large initial 'R' and a long, sweeping tail.

Chairman

Number of 357551
Company

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

O.F

HIGHLAND COURTIERS INDUSTRIAL CATERING COMPANY
LIMITED

Passed 6th August, 1971

AT a MEETING of the above-named Company, duly convened, and
held at 1197, Bristol Road South, Northfield, Birmingham 31
on the 6th day of August, 1971, the subjoined
SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the name of the Company be changed to:

HIGHLAND CATERING LIMITED



Signature

Secretary

Number of Company 357551.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
(Pursuant to Section 141 (2))

of

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY LIMITED

Passed 9th February 1968

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 52 Newhall Street, Birmingham, 3 on the 9th day of February 1968, the following Resolutions were passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the share capital of the Company be increased to £2,400 by the creation of an additional 1,200 Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing 1,200 Ordinary Shares of £1 each in the capital of the Company.

2. That each of the 1,200 Ordinary Shares of £1 each of the Company in issue immediately prior to the holding of this Meeting be converted into one 7 per cent. Cumulative Preference Share of £1 carrying the following rights and privileges :-

(A) The said 7 per cent. Cumulative Preference Shares will confer on the holders thereof :-

(i) The right to receive in priority to all other shares in the capital of the Company out of the profits of the Company which it shall be determined to distribute a cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up thereon and

(ii) The right on a return of assets whether in a winding up or otherwise, in priority to all other shares in the capital of the Company, to repayment of the capital paid up thereon together with a sum equal to all arrears or accruals or deficiency of the said cumulative preferential dividend calculated down to the date of repayment of capital (and in the case of a winding up whether earned or declared or not)

(iii) The said Cumulative Preference Shares will not confer any further right to participate in profits or assets

(B) The said Cumulative Preference Shares will not confer the right to receive notice of or to be present or to vote

either in person or by proxy at any General Meeting unless (a) at the date of the notice convening the meeting the preferential dividend or any part thereof shall have remained unpaid for six months after any half-yearly day fixed for payment thereof or (b) a resolution is to be proposed for winding up the Company or (c) a resolution is to be proposed abrogating or directly and adversely varying any of the rights or privileges of the holders of such shares as a class

3. That the sum of £1,200 (being part of the amount standing to the credit of the Profit and Loss Account of the Company) be capitalised and that the Directors be authorised and directed to appropriate and apply the said sum of £1,200 in paying up in full 1,200 Ordinary Shares of £1 each of the Company and to allot and distribute such Shares, credited as fully paid, to and among the persons who, immediately prior to the Meeting, were the registered holders of the 1,200 issued Ordinary Shares of £1 each of the Company in the proportion of one new Ordinary Share, fully paid, for every one Ordinary Share then paid by them respectively.

4. That the Articles of Association of the Company be amended as follows :-

(a) By the deletion of Article 7 and the substitution of the following new Article :-

"7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share."

(b) By the deletion of Article 11 and the substitution of the following new Article :-

"11. A Director shall not retire by rotation and Clauses 73 to 80 inclusive of Table A shall be modified accordingly. Save as so modified Clause 80 of Table A shall continue to apply without prejudice to the provisions of Section 184 of the Companies Act, 1948"

(c) By the substitution in Article 12 of the word "ten" in place of the word "five" therein appearing.

(d) By the deletion from Article 17 of paragraph (G) and the substitution of the following new paragraph :-

"(G). If he resigns his office by notice in writing to the Company".

(e) By the deletion of Article 18 and the substitution of the following new Article :-

"18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and save as herein provided Clause 84 in Part 1 of Table "A" in the First Schedule of the Companies Act, 1948 (duly modified) shall apply."

R. A. WEBB

CHAIRMAN.

No. of Company 367551.

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Resolutions
OF
**Midland Counties Industrial Catering
Company Limited.**

Passed 23rd March 1965.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 1197 Bristol Road South, Birmingham 31, on Tuesday, the 23rd day of March 1965, the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS:—

RESOLUTIONS.

1. That the capital of the Company be and is hereby increased to £1,200 by the creation of 600 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company.

2. That it is desirable to capitalise the sum of £600 undivided profits of the Company (being part of the amount standing to the credit of Profit and Loss Account) and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £600 to and amongst the persons who on the 22nd day of March 1965 were registered as holders of Ordinary Shares in the capital of the Company by allotting to the said persons one bonus Ordinary Share of £1 in the capital of the Company for each existing Ordinary Share held by them respectively and to apply such sum on behalf of the said shareholders in paying up in full 600 unissued Ordinary Shares of £1 each in the capital of the Company, the said shares to rank for any dividends declared after the date of issue and to be allotted and distributed credited as fully paid to and amongst the said shareholders in the proportion aforesaid.

R. A. WEBB.
Chairman.

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

(Pursuant to Section 141 (2))

OF

Midland Counties Industrial Catering Company Limited.

Passed 26th June 1962.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 1197 Bristol Road South, Birmingham 31, on Tuesday, the 26th day of June 1962, the following SPECIAL RESOLUTIONS were duly passed:—

RESOLUTIONS.

1. The capital of the Company shall be and is hereby increased to £600 by the creation of 800 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company.

2. The Articles of Association of the Company shall be and are hereby amended by the addition of the following Article to be numbered 22:—

CAPITALISATION OF PROFITS.

22. (A) The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any

shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or partly in one way and partly in the other. Provided that the Share Premium Account and a Capital Redemption Reserve Fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

(v) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also to authorise any person to enter, on behalf of all the members interested, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

3. That it is desirable to capitalise the sum of £300 undivided profits of the Company (being part of the amount standing to the credit of Profit and Loss Account) and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £300 to and amongst the persons who on the 25th day of June 1962 were registered as holders of Ordinary Shares in the capital of the Company by allotting to the said persons one bonus Ordinary Share of £1 in the capital of the Company for each existing Ordinary Share held by them respectively and to apply such sum on behalf of the said shareholders in paying up in full 300 unissued Ordinary Shares of £1 each in the capital of the Company, the said shares to rank for any dividends declared after the date of issue and to be allotted and distributed credited as fully paid up to and amongst the said shareholders in the proportion aforesaid.

R. A. WEBB,
Chairman.

COMPANY LIMITED BY SHARES.

Memorandum of Association

o f

X MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY
LIMITED.

X 1. The name of the Company is "MIDLAND COUNTIES
INDUSTRIAL CATERING COMPANY LIMITED." X

2. The Registered Office of the Company will be
situate in England.

3. The objects for which the Company is estab-
lished are:-

- (a) To carry on all or any of the busi-
nesses of Catering and Refreshment Con-
tractors, Proprietors and Managers of
Canteens, Dining or Refreshment Rooms,
Restaurants, Cafes, Eating Houses, Snack
or Milk Bars and Cafes, Dealers in Cook-
ed or Prepared Foods of all kinds,
Licensed Victuallers, Hotel and Lodging
House Proprietors, Wine, Beer, and Spirit
Merchants, and Manufacturers of and
Dealers in Aerated, Mineral and Artifi-
cial Waters, and other Drinks, Provis-
ion Merchants, Bakers, Pastrycooks,
Confectioners, Grocers, Greengrocers,
Fruiterers, Poulterers, Butchers, Dairy-

men, Fishmongers, Tobacconists, Hairdressers, Newsagents, Stationers, Booksellers, Drapers, Tailors, Sporting and General Outfitters, Hosiers, Haberdashers, Bootmakers, Ironmongers, Garage Proprietors, Haulage Contractors, Jobmasters, Dealers in Motor Cars, Motor Cycles, Cycles and Wireless Sets and Parts, and Accessories and Toilet Requisites and other Articles and Commodities of Personal or Household use, Chemists, Laundrymen, Proprietors of Clubs, Lending Libraries, Reading, Writing and Newspaper Rooms, and Billiard Rooms, Agents for Railway and Shipping Companies and Carriers, Theatrical and Opera Box Office Proprietors and General Merchants and Storekeepers.

- (b) To do any or every act or thing that may be appurtenant incidental or necessary in connection with the foregoing purposes and generally to carry on the said businesses in all their branches or any business of a character similar or analogous to the foregoing.
- (c) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property and rights so acquired.
- (d) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

- (e) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed or property suitable for the purposes of the Company.
- (f) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company.
- (g) To take, or otherwise acquire, and hold shares in any other company having objects altogether, or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (h) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (i) To sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, partly or fully paid up debentures, debenture stock, or securities of any other company, whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise.
- (j) To promote, finance, or assist any other

company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (k) To raise or borrow, or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.
- (l) To make and execute any Deed, Agreement, Appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto, or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants, and other negotiable, commercial or transferable instruments or securities.
- (m) To pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock or other securities of the Company or in or about the promotion or formation of the Company or the conduct of its business.
- (n) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.

- (o) To lend money to such person or company and on such terms as may seem expedient.
- (p) To give any guarantee or indemnity as may seem expedient.
- (q) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- (r) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (s) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise and by, or through, trustees, agents, or otherwise, and either alone or in conjunction with others.
- (t) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any dominion, colony, or dependency, or in any foreign country or place.
- (u) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any

exhibition, or for any public, general or useful objects.

- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The share capital of the Company is £300 divided into 300 shares of £1 each.

6. Subject to the provisions of Section 61 of the Companies Act, 1929, the Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or new capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or priorities in payment of dividends or distribution of assets, or otherwise over any other shares, and to subject the same to any restrictions, limitations, or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

WE the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
<p>James Wallace, Turville, Birmingham Road, Marlbrook, Bromsgrove. Merchant.</p>	<p>One Ordinary Share</p>
<p>R.A. Webb, 139 Kenilworth Road, Coventry. Merchant.</p>	<p>One Ordinary Share</p>
<p>J.M. Carmody, 52 Frederick Road, Edgbaston, Birmingham. Merchant.</p>	<p>One Ordinary Share</p>

DATED the 6th day of June, 1941.

WITNESS to the above Signatures:-

Thomas Horton,
Bromsgrove.
Solicitor.

COMPANY LIMITED BY SHARES.

Articles of Association

o f

MIDLAND COUNTIES INDUSTRIAL CATERING COMPANY
LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table A in the First Schedule to the Companies Act, 1929, shall apply to this Company.
2. The Company shall be a Private Company pursuant to the Companies Act, 1929, and for this purpose the number of the Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company shall be limited to fifty.
3. The Company shall not issue to the public any invitation to subscribe for any shares or debentures of the Company.

SHARES AND CERTIFICATES.

4. The Shares shall be under the control of the Directors, who may allot and dispose of the same to

such persons, on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, and subject to the provisions of Section 47 of the Companies Act, 1929, shares may be issued at a discount.

5. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls and such calls may be made payable by instalments.

6. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any shares as the absolute owner thereof, and shall not, except as ordered by a Court of competent jurisdiction, be under any obligation to recognise any trust or equity or equitable claim to or interest in such share on the part of any other person, whether or not it shall have express or any other notice thereof.

TRANSFER OF SHARES.

7. (A) A share may be transferred by a Member or other person entitled to transfer, to any Member selected by the transferor, but save as provided by Sub-Article (H) of this Article, no share shall be transferred to a person who is not a Member, so long as any Member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to Membership is willing to purchase the same at the fair value.

(B) Except where the transfer is made pursuant to Sub-Article (A) or (H) of this Article the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his Agent for the sale of the share to any Member of the Company, or person selected as aforesaid, at the price so fixed, or at the option of the purchaser at the fair value to

be fixed by the Auditor in accordance with these Articles. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall within the space of twenty-eight days after being served with such notice find a Member or person selected as aforesaid willing to purchase the share (hereinafter called "purchaser"), and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to the purchaser.

(D) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an Arbitrator, and accordingly the Arbitration Acts, 1889 to 1934, shall not apply.

(E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the share, the Company may receive the purchase-money on his behalf, and may authorise some person to execute a transfer of the share in favour of the purchaser, who shall thereupon be registered as the holder of the share. The receipt of the Company for the purchase-money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a Member or person selected as aforesaid willing to purchase the shares, and give notice in manner aforesaid,

the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (I) of this Article, to sell and transfer the shares or those not placed to any person and at any price.

(G) The Company in General Meeting may make, and from time to time vary rules as to the mode in which any shares specified in any notice served on the Company, pursuant to Sub-Article (B) of this Article, shall be offered to the Members, and as to their rights in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same.

(H) Any share of a deceased Member may be transferred by his legal personal representatives to any son, daughter, widow or widower, of such deceased Member, and Sub-Article A of this Article shall not apply to any transfer authorized by this Sub-Article.

(I) The Directors may refuse to register any transfer of a share (a) where the Company has a lien on the share; (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person; (c) where the Directors are of an opinion that the proposed transferee is not a desirable person to admit to Membership; but notice of such refusal to register shall be sent to the transferee in accordance with the provisions of Section 66 of the Companies Act, 1929. But paragraphs (b) and (c) of this Sub-Article shall not apply where the proposed transferee is already a Member, nor to a transfer made pursuant to Sub-Article (H) of this Article.

BORROWING POWERS.

8. Clause 69 of Table A shall not apply.

MEETINGS.

9. Two Members personally present at a General Meeting of the Company shall be a quorum, and Clause 45 of Table A shall be modified accordingly.

10. An instrument appointing a proxy may appoint several persons in the alternative, and Clause 61 of Table A shall be modified accordingly.

DIRECTORS.

11. James Wallace, John Michael Carmody, and Rowland Alfred Webb shall be the first Directors, and each of them shall be entitled, subject to Articles 17, to retain office so long as he holds at least one share, and whilst holding office by virtue of this provision shall be called a permanent Director. Clauses 73, 74 and 80 of Table A shall not apply to a permanent Director.

12. The Directors, including permanent Directors, shall not be less than two nor more than five.

13. The Company in General Meeting shall have power to appoint the ordinary Directors and to fix their qualification.

14. Unless otherwise determined by the Directors, two shall form a quorum at a Meeting of Directors.

15. A Resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

16. Clauses 64, 66, 77 and 82 of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS.

17. The office of a Director shall be vacated:

(A) If he cease to be a Director by virtue of Section 141 of the Companies Act, 1929.

- (B) If he become prohibited from being a Director by reason of any order made under Section 217 or Section 275 of the Companies Act, 1929.
- (C) If he become bankrupt or insolvent or compound with his creditors.
- (D) If he become of unsound mind.
- (E) If he be convicted of an indictable offence and the other Directors resolve that in their opinion such offence involved fraud or dishonesty on his part.
- (F) If he absent himself from the Meetings of the Directors for a period of six calendar months, except through illness without special leave of absence from the other Directors.
- (G) If he give the Directors one calendar month's notice in writing that he resigns his office.

Clause 72 of Table A shall not apply.

18. A Director may enter into contracts or arrangements, or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party, or in which he is interested, by reason of his being at the same time a Director of the Company; provided that such Director discloses to the Board, at or before the time when such contract, arrangement, or dealing is determined upon, the nature of his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest in accordance with the provisions of Section 149 of the Companies Act, 1929. No Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested, or upon any matter arising thereout, nor shall he be reckoned in

estimating a quorum when any such contract arrangement or deal is under consideration.

19. A Director may hold any other office or place of profit in the Company in conjunction with his Directorship, except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

WINDING UP.

20. With the sanction of an Extraordinary Resolution of the Members, any part of the assets of the Company, including any shares in other companies, may be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY.

21. Subject to the provisions of Section 152 of the Companies Act, 1929, every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the Members over all other claims.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

James Wallace,
Turville,
Birmingham Road,
Marlbrook,
Bromsgrove.
Merchant.

R.A. Webb,
139 Kenilworth Road,
Coventry.
Merchant.

J.M. Carmody,
52 Frederick Road,
Edgbaston,
Birmingham.
Merchant.

DATED the 6th day of June, 1941.

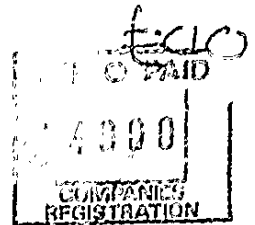
WITNESS to the above Signatures:-

Thomas Horton,
Bromsgrove.
Solicitor.

Number of Company: 367551

13.9 84

The Companies Acts 1948 to 1983



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GRANDMET CATERING SERVICES LIMITED

Passed on the 29th day of August 1984

At a duly convened Extraordinary General Meeting of the above Company held at Cambridge Grove, London on the twentieth day of August 1984 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to

COMPASS CONTRACT SERVICES (UK) LIMITED

Chairman



Ways. 005322 P. 160.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 367551 / 117

I hereby certify that

GRANDMET CATERING SERVICES
LIMITED

having by special resolution changed its name, is now
incorporated under the name of

COMPASS CONTRACT SERVICES (UK)
LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST OCTOBER 1984

A handwritten signature in cursive script, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

Number of Company: 367551

137

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

COMPASS CONTRACT SERVICES (UK) LIMITED

Passed on the 22nd September 1986

At an Extraordinary General Meeting of the members of the above Company duly convened and held on the 22nd day of September 1986 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the existing Clause 71 of the Articles of Association of the Company be deleted and the following Clause 71 be inserted in its place:-

- "71. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors or a committee of the directors authorised by the directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for the purpose. "



Company Secretary

11/12

367551

8 Baker Street, London W1M 1DA

Telephone 01-486 5888

Telex 267716 Horwat

Telefax: 01-935 5465 (Grps 3, 2 & 1)

LDE Box No. DX9025

also at
Birmingham, Bristol, Glasgow, Leeds,
Manchester, Norwich, Nottingham and Sunderland

4/CMT/iw/M.283

By facsimile

29 July 1987

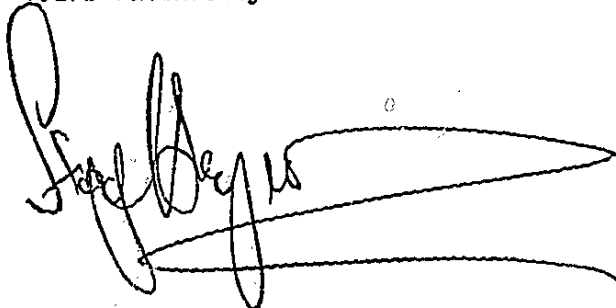
The Secretary
Compass Contract Services (UK) Limited
Queen's Wharf
Queen Caroline Street
London W6 9RJ

Dear Sirs

~~COMPASS CONTRACT SERVICES (UK) LIMITED~~
~~COMPASS SERVICES (U.K.) LIMITED~~

We hereby resign as auditors of Compass Contract Services (UK) Limited and Compass Services (U.K.) Limited with effect from today's date. We confirm that, to the best of our knowledge and belief, there is nothing in connection with our resignation which should be brought to the attention of the creditors of the company or its shareholders.

Yours faithfully

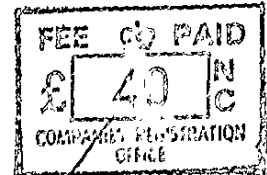


CON 5640 / SLS No. 367551

MINUTE BOOK

HELD AT	DATE	TIME
11/12 Hanover Square, London W1	Friday, 18th December, 1987	10.00 a.m.

Minutes of an Extraordinary General Meeting
of



COMPASS CONTRACT SERVICES (U K) LIMITED

Present: Mr. C. Strowger - In the Chair
and representing
Grand Metropolitan Public
Limited Company

Mr. D.J. Dickinson - Representing Precis
(175) Limited

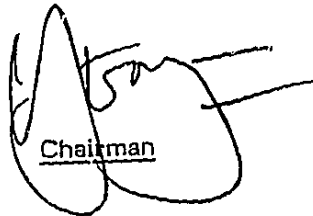
In Attendance: Mr. N.J.M. Davies - Secretary

SPECIAL RESOLUTION

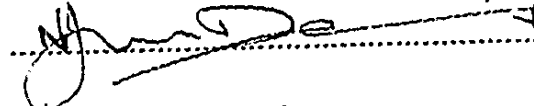
Change of Name

IT WAS RESOLVED THAT the name of the Company be changed to
Grand Metropolitan Nominee Company (No. 2) Limited.

6/1/88


Chairman

Certified a true copy of the original



NJM Davies, Secretary

24th December 1987 Date



CHAIRMAN'S
INITIALS

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000664
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1987

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 367551

I hereby certify that

COMPASS CONTRACT SERVICES (UK) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GRAND METROPOLITAN NOMINEE COMPANY (NO.2)
LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 6 JANUARY 1988

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

Company No 367551

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF

GRAND METROPOLITAN NOMINEE COMPANY (NO. 2) LIMITED

Passed 28 September, 1990

At an EXTRACORDINARY GENERAL MEETING of the above-named Company duly convened and held at 11/12 Hanover Square, London W1A 1DP on 28 September, 1990 the following resolution was passed as an ELECTIVE RESOLUTION in accordance with section 379A of the Companies Act 1985 ("the Act"):

RESOLUTION

That the Company hereby elects:

1. pursuant to S.366A of the Act, to dispense with the holding of annual general meetings;
2. pursuant to S.252 of the Act, to dispense with the laying of accounts before the Company in general meeting; and
3. pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.


Chairman



Company No. 367551

THE COMPANIES ACT 1985

Company Limited by Shares

Special Resolution

of

Grand Metropolitan Nominee Company (No.2) Limited

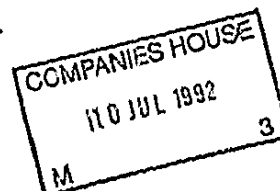
Passed 3 March, 1992

At a general meeting of the above-named company duly convened and held at 20 St James's Square, London SW1Y 4RR on Tuesday, 3 March 1992, commencing at 9.30 a.m. the following Resolution was duly passed as a SPECIAL RESOLUTION:-

Resolution

THAT, having satisfied the provisions of Section 250 of the Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.


Chairman





COMPANIES ACT 1985 AND 1989

SPECIAL RESOLUTION OF
GRAND METROPOLITAN NOMINEE COMPANY (NO.2) LIMITED

PASSED ON 11 AUGUST 1993

At an Extraordinary General Meeting of Grand Metropolitan Nominee Company (No.2) Limited, duly convened and held on 11 August 1993 at 20 St James's Square, London SW1Y 4RR, the following resolution was duly passed as a Special Resolution:-

"THAT the name of the Company be changed to 'Grand Metropolitan Estates (1993) Limited'".

Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 367551

I hereby certify that

GRAND METROPOLITAN NOMINEE COMPANY (NO.2)
LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GRAND METROPOLITAN ESTATES (1993) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 19 AUGUST 1993

an authorised officer

Company No: 367551

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

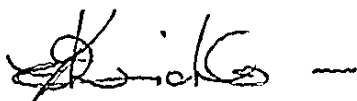
OF

GRAND METROPOLITAN ESTATES (1993) LIMITED

Passed 25 August 1993

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 20 St James's Square, London SW1Y 4RR on 25 August 1993, the following resolution was duly passed as a SPECIAL RESOLUTION:-

THAT the regulations contained in the printed document marked "A" submitted to this meeting, and for the purpose of identification, signed by the Chairman hereof be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.



Chairman



"A"
[Handwritten signature]

ARTICLES OF ASSOCIATION

of

GRAND METROPOLITAN ESTATES (1993) LIMITED

(Adopted on 25th August 1993)

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company.
3. No regulations scheduled to any statute concerning companies shall apply to the Company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.

SHARE CAPITAL

6. Subject to the provisions of the Act, and in particular to the provisions of Section 80(4) of the Act concerning the maximum amount of share capital that may be allotted and the duration of the authority conferred by the relevant resolution of the Company, and also to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.
7. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.



TRANSFERS OF SHARES

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

PURCHASE OF OWN SHARES

9. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 of Table A shall not apply.

GENERAL MEETINGS

10. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

11. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

13. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

14. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

16. An alternate director shall cease to be an alternate director if his appointer ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

17. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

18. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office or tendered at a meeting of the directors or at a general meeting of the Company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

20. Without prejudice to the powers conferred by the last preceding article any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

21. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attended any particular age.

22. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

23. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

24. The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

25. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

26. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

27. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

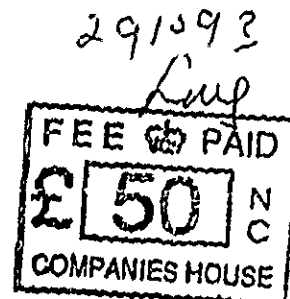
28. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been serviced or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

29. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the Company in any manner which would be permitted by these articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

30. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

Company No: 367551



THE COMPANIES ACTS 1985 and 1989

SPECIAL RESOLUTION

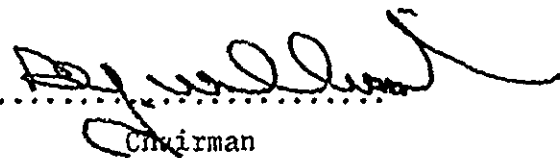
of

GRAND METROPOLITAN ESTATES (1993) LIMITED
(Passed on 27th September 1993)

At an Extraordinary General Meeting of the above-named Company (hereinafter called the "Company") the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "GRAND METROPOLITAN ESTATES LIMITED".


Chairman

20050166404
2/11/2005
SARIE 17/04



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 367551

The Registrar of Companies for England and Wales hereby certifies that

GRAND METROPOLITAN ESTATES (1993) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

GRAND METROPOLITAN ESTATES LIMITED

Given at Companies House, London, the 29th October 1993

A handwritten signature in cursive script, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies



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