

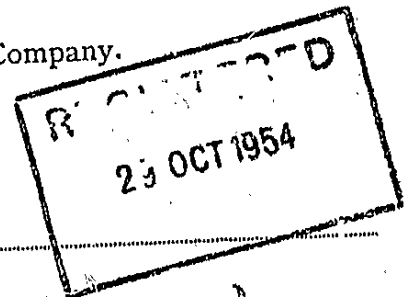
THE COMPANIES ACT, 1948.



A 5/- Companies' Registration Fee Stamp must be impressed here.

DECLARATION OF COMPLIANCE with the requirements of the Companies Act, 1948 on application for registration of a Company.

Pursuant to Section 15 (2).



Insert the Name of Company

Hygrade Meats (Cambridge)
LIMITED.

11/10/54

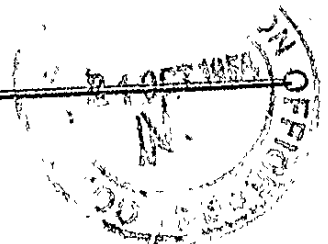
represented for registration by

J. HULBERT GROVE & CO.,
INCORPORATED ACCOUNTANTS,
9 CAVENDISH SQUARE,
LONDON W. 1.

CHAS. DAVY & CO., LTD.,
Company Printers & Registration Agents.

Head Office and Works:
3-11, PINE STREET, ROSEBERY AVENUE, LONDON, E.C.1.
Telephone: TERMINUS 6267-8-9. Telegrams: DAVY, TERMINUS 6267

City Branch:
11, MASONS AVENUE, BASINGHALL STREET, E.C.2



I, *James Hulbert Snow*
of *69 West Hill, Sandhurst, Surrey*
Incorporated Accountant

Do solemnly and sincerely declare that I am (") *a person named*

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"A Solicitor") "en-
"gaged in the for-
"mation or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary."

in the Articles of Association as a
Director

of *Hygrade Meats (Camberwell)*

Limited, and that all the requirements of the Companies Act, 1948, 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 *9, Cannon Street*
London EC4

the *20th* day of *October* 19*54*

Before me

R. H. Nole

A Commissioner for Oaths.

[or a Notary Public or
Justice of the Peace]

This margin reserved for binding and should not be written across

THE STAMP ACT, 1891

(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Hygrade Meats (Cambridge)
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 by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for registration by

J. HULBERT GROVE & CO.,

INCORPORATED ACCOUNTANTS,

9 GAVENDISH SQUARE,

LONDON, W.1.

CHAS. DAVY & CO., LTD.,

Company Printers & Registration Agents

Head Office and Works:

3-11, PINE STREET, LONDON, E.C.1.

Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2.

MONARCH 3555

THE NOMINAL CAPITAL

OF

.....
.....
Hygrade Prests (Cambridge) Limited,

is £. 100 — divided into one hundred

Shares of one pound each.

*Signature.....

Officer.....

Dwight

Dated the 20th day of October 1954.

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

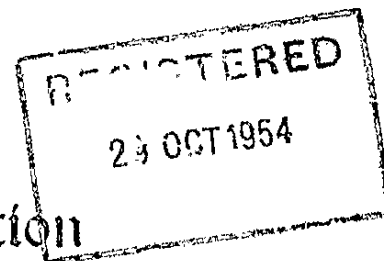
*This Statement should be signed by an Officer of the Company.



The Companies Act, 1948.



COMPANY LIMITED BY SHARES.



Memorandum of Association
OF
Hygrade Meats (Camberwell) Limited

1. The name of the Company is "HYGRADE MEATS (CAMBERWELL) 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 business as manufacturers, processors, dealers and importers of and in foodstuffs of every description, whether for human or animal consumption or otherwise, butchers, pastrycooks, skin and tripe dressers, slaughterhouse and cold store proprietors, wholesale and retail grocers and general storekeepers, ice-cream manufacturers, farmers and producers and dealers of and in merchandise and goods of all kinds.
 - (B) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, re-model, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.
 - (C) To carry on any other trade or business which can in the opinion of the Board of Directors advantageously be carried on by the Company or which will in the opinion of the Board enhance the value of any of the Company's property.



556p

- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries contractors or in similar capacity.

- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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. (In words).
<i>James Hulbert Grove</i> <i>69 West Hill</i> <i>Sanderstead</i> <i>Surrey</i> <i>Incorporated Accountant</i>	<i>One</i>
<i>Walter Stanley Howell</i> <i>18, Martin's Road</i> <i>Woodford Green</i> <i>Essex</i> <i>Incorporated Accountant</i>	<i>One</i>

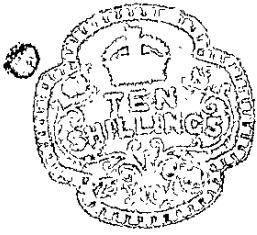
Dated this 20th day of October 1954

Witness to the above Signatures—

Ben Read

40 West Avenue Road,
Walthamston, E.17.

Secretary.



The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

Hygrade Meats (Camberwell) Limited

REGISTERED

29 OCT 1954

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 60, 75, 79, 84, 88, 96, 97 and 99 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A" shall subject to the modifications hereinafter expressed, and the Clauses hereinafter contained, be the Regulations of the Company.

SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an ordinary resolution" shall be deleted.

4. In Regulation 6 of Part I of Table "A" the words "five per cent." shall be substituted for the figure and words "10 per cent."

LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES.

6. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

7. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

8. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

9. Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers.

10. In the case of all the said shares not being sold under the above provisions after the expiration of three calendar months from the date of the notice given by the Vendor to the Board of his intention to sell, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table "A" at any time within three calendar months after such expiration to transfer the shares not sold to any person at any price.

GENERAL MEETINGS.

11. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A."

12. In Regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three."

13 In Regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an Ordinary Resolution."

DIRECTORS.

14. The number of Directors shall be not less than one nor more than seven. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum, provided that at such times as there is only one Director of the Company, such Director shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Board of Directors and shall himself be empowered to act in every way as a full Board of Directors.

15. The first Director shall be James Hulbert Grove.

16. Any person may be appointed a permanent Director of the Company, and as such shall be entitled to hold office so long as he shall live unless he shall become disqualified through any of the causes specified in Clause 18 hereof or shall be removed by Ordinary Resolution passed pursuant to Section 184 of the Companies Act, 1948, and Regulations 89, 90 and 94 of Part I of Table "A," and Clause 19 hereof shall not apply to him, nor shall he be taken into account in determining the number of Directors to retire by rotation.

BORROWING POWERS.

17. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company, including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DISQUALIFICATION OF DIRECTORS.

18. The office of Director shall be vacated if the Director—

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or
- (E) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Companies Act, 1948.

19. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 (subject as provided by Clause 16 hereof) by extraordinary resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

20. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

21. In Regulation 78 of Part I of Table "A" the words "unless the Company otherwise direct" shall be deleted.

NOTICES.

22. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

ALTERNATE DIRECTORS.

23. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification nor shall he be entitled to any remuneration, and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or

removes the appointee from office, and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

James Hulbert Grove
69 West Hill

Sunderstead

Surrey

Incorporated Accountant

Walter Stanley Howell
18, Martin's Road.
Woodford Green

~~London~~

Member of the Institute of Accountants

Dated this 20th day of October 1954

Witness to the above Signatures—

B. M. Read.

40 West Avenue Road.

Walthamstow, E.17.

Secretary.

DUPLICATE FOR THE FILE

No. 539871



Certificate of Incorporation

I Hereby Certify, That

HYGRADE MEATS (CAMBERWELL) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Twenty-ninth day of

October

One Thousand Nine Hundred and Fifty

four.

[Signature]
Registrar of Companies

Certificate
received by

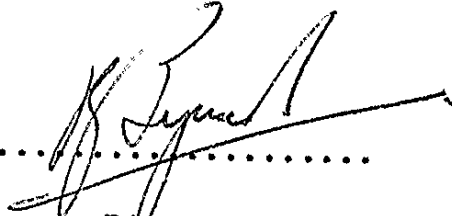
Be

Date 29.10.54

✓
2 APR 1963

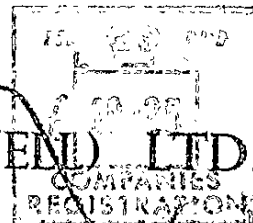
No. 539871

I certify the above to be a true extract of a Minute
passed by the members of Hygrade Meats (Camberwell) Ltd.
on the 21st day of January, 1963.


.....
Director

10 + 8 " pzd alk

HYGRADE MEATS (CAMBERWELL) LTD



MINUTES of an EXTRAORDINARY GENERAL MEETING of the above named Company held at 106, College Road, Dulwich, S.E.21, on the 21st January, 1963.

It was RESOLVED that the capital of the Company be increased to £1,000 by the creation of 900 Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing shares.

B. BIGWOOD,
Chairman.

REGISTERED

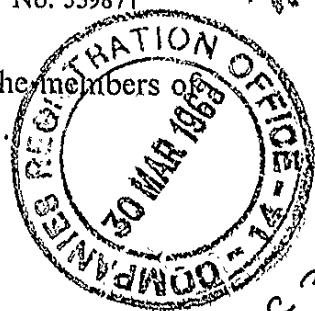
We, the undersigned, being all the members of Hygrade Meats (Camberwell) Ltd. hereby agree to waive the statutory 14 days' notice required in respect of such Meeting.

B. BIGWOOD.
H. BIGWOOD.

No. 539871

I certify the above to be a true extract of a Minute passed by the members of Hygrade Meats (Camberwell) Ltd. on the 21st day of January, 1963.

B. BIGWOOD,
Director.



C 346

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
company

Hygrade Meats (Lambertwell)

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).

REGISTERED

2 APR 1963

Presented by

Ernest A. Fox & Co.
Chartered Accountants
35, Crook Log,
Bexleyheath,
Kent

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; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

Hygrade Meats (Lambertwell)

Limited, hereby gives you notice, pursuant to

***Ordinary,** Section 63 of the Companies Act, 1948, that by an* Ordinary
"E x t r a ."
ordinary," or
"Special". Resolution of the Company dated the 21st. day of January 1963.

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 900 beyond the Registered Capital
of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>900</u>	<u>Ordinary</u>	<u>One Pound</u>

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 shares rank pari passu with the
original 100 Ordinary Shares.*

***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 .

15th

day of

February

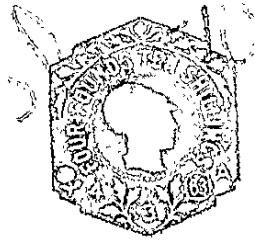
1963.

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

THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES



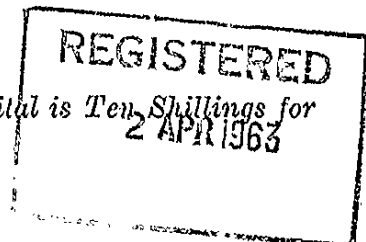
Statement of Increase of the Nominal Capital

OF

Hygrade Meats (Camberwell)
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.

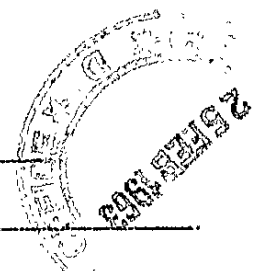
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.



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

Ernest A. Fox & Co.,
Chartered Accountants
25, Old Bailey,
Lond.
E.C.4.



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; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

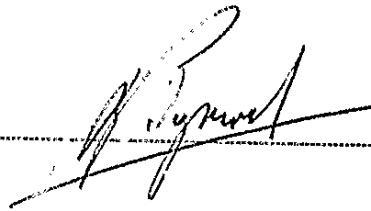
THE NOMINAL CAPITAL

OF

Hygrade Ments (Camberwell) Limited
has by a Resolution of the Company dated
21st January 1963 been increased by
the addition thereto of the sum of £ 900,
divided into :—

900 Ordinary Shares of one pound each
— Shares of — each
beyond the registered Capital of £100.

Signature



(State whether Director or Secretary) Director

Dated the 15 day of February 1963.

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

Hygrade

HYGRADE MEATS (CAMBERWELL) LTD

370 BROCKLEY ROAD, LONDON S.E.4

Telegrams: Jalbebrand, London S.E.4

Telephone: TIDeway 4656

Form Ref:

539871

Order Ref:

No ACTION

Extract from
MINUTES

of an Extraordinary General Meeting of the
above named Company at 106, College Road,
Dulwich, S.E.21. on the 23rd March, 1963.

SPECIAL
RESOLUTION

It was resolved that the name of the Company
be changed from Hygrade Meats (Camberwell) Ltd.
to that of Hygrade Food Products Ltd.

REGISTERED

30. MAR 1963

(Sgd.) B.J. Bigwood

Chairman.

Certified to be a true extract from
the Minute Book of the Company.

[Signature]
.....

Director.

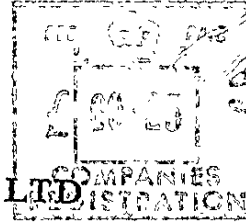


9271
22
Hygrade

HYGRADE MEATS (CAMBERWELL) LTD
370 BROCKLEY ROAD, LONDON S.E.4

Telegrams: Jalbebrand, London S.E.4

Telephone: TIDEway 4656



MINUTES

of an Extraordinary General Meeting of the
above named Company held at 106, College Road,
Dulwich, S.E.21. on the 4th May, 1963.

SPECIAL
RESOLUTION

REGISTERED
9. MAY 1963

- 1) It was resolved that the Special Resolution dated 23rd March, 1963 be, and is hereby, rescinded.
- 2) It was resolved that the name of the Company be changed from its present title to that of HYGRADE MEATS LIMITED.

(Sgn.) B.J. Bigwood

Chairman.

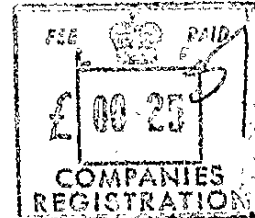
Certified to be a true extract from the Minute Book of the Company.

(Sgn.)

Secretary.

2543

No. 539871



Reference: C.R. 98/2285/63

BOARD OF TRADE

COMPANIES ACT, 1948

HYGRADE MEATS (CAMBERWELL) LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

HYGRADE MEATS LIMITED

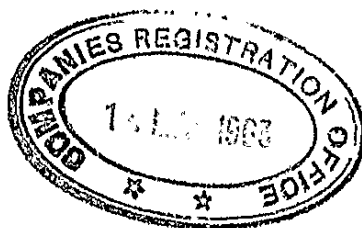
REGISTERED

14 MAY 1963

Signed on behalf of the Board of Trade

his
FOURTEENTH DAY OF MAY

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.



L. S. Winfield

No. C. 60.

Authorised in that behalf by the
President of the Board of Trade

No. C.172

DUPLICATE FOR THE FILE.

No. 539871



Certificate of Incorporation on Change of Name
Whereas

HYGRADE MEATS (CAMBERWELL) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **TWENTY-NINTH DAY OF OCTOBER, 1954**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

HYGRADE MEATS LIMITED

Given under my hand at London, this **FOURTEENTH DAY OF MAY**
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Certificate received by

Post

Date.

14-5-63

L.S. Whitfield.

Assistant Registrar of Companies.

3351

ORDINARY RESOLUTIONS

--of--

HYGRADE MEATS LIMITED

(passed 8th December, 1965)



At an EXTRAORDINARY GENERAL MEETING of Hygrade Meats Limited held on the 8th day of December 1965 the following Resolutions were duly passed as Ordinary Resolutions:-

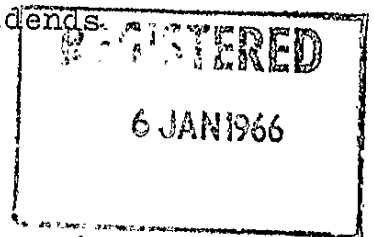
ORDINARY RESOLUTION

"That the capital of the Company be increased to £2000 by the creating of 1000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."

[Handwritten signature]

ORDINARY RESOLUTION

"That upon the recommendation of the Directors, the sum of £1802 being part of the unappropriated profits of the Company now standing to the credit of the Profit and Loss Account of the Company be capitalised and appropriated as capital to and amongst the holders of the one hundred and ninety eight Shares of £1 each in the capital of the Company registered as such at the time of the passing of this Resolution, in the proportions in which they would have been entitled to the said sum if the same had been distributed by way of dividend on such Ordinary Shares and that the said sum be applied in paying up in full at par 1802 unissued Ordinary Shares in the capital of the Company, such Ordinary Shares to be allotted and distributed credited as fully paid up to and amongst such holders in the proportion of nine hundred and one such Ordinary Shares of £1 for every ninety nine Ordinary Shares of £1 now held, such shares to rank pari passu with the existing issued shares of the Company and for all dividends hereafter declared."



[Handwritten signature]
CHAIRMAN



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

HYGRADE MEATS

LIMITED

REGISTERED

6 JAN 1966

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

Warren Murton & Co.,

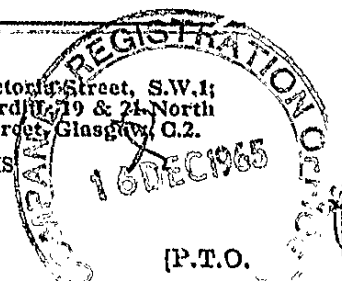
45, Bloomsbury Square, W.C.1

Solicitors.

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; 3 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

Companies 6A



TO THE REGISTRAR OF COMPANIES,

HYGRADE MEATS

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 8th day of December 1965

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 1,000 beyond the Registered Capital
of £ 1,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
1,000	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 shares are to rank pari passu in all respects with the existing
Ordinary Shares in the Capital 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

Dated the

day of

1965

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

Number of
Company } 539871/32

Form No. 26a

THE STAMP ACT, 1891
(54 & 55 VICT., CH. 39)



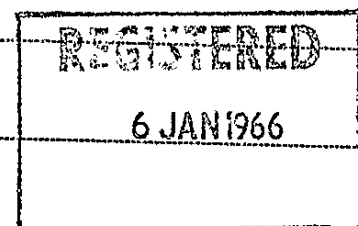
COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

HYGRADE MEATS

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.

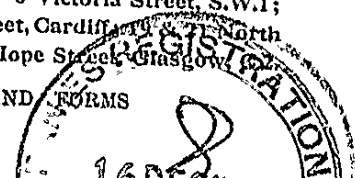
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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,
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, S. North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

HYGRADE MEATS

Limited

has by a Resolution of the Company dated
DECEMBER 8th 1965 been increased by

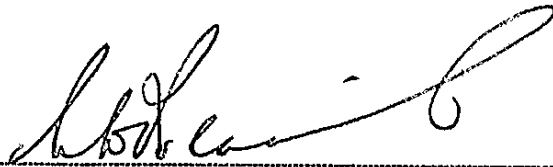
the addition thereto of the sum of £1,000,
divided into:—

Shares of each

1,000 Ordinary Shares of £1 each

beyond the registered Capital of £1,000

Signature



(State whether Director or Secretary)

Director

Secretary

Dated the

14th

day of

December

1965

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

36
L1113
The Companies Act 1948.

Company limited by shares.

SPECIAL RESOLUTION

-of-

HYGRADE MEATS LIMITED

AT the Annual General Meeting of the Company duly convened and held at the ~~registered~~ office of the Company at Latona Road, London, S.E.15., on 22nd December 1966, the following Resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

" THAT the Articles of Association of the Company contained in the printed document produced to the Meeting and initialled for the purposes of identification by the Chairman of the Meeting be and are hereby adopted as the Articles of Association of the Company in lieu of and to the exclusion of the existing Articles of Association of the Company."

H. J. Jones
CHAIRMAN.

13 JAN 1967

REGISTERED

22 14 MAR 1967

22 14 MAR 1967

REGISTRATION OFFICE
1966

*Albany Road
London*

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HYGRADE MEATS LIMITED

(Adopted by Special Resolution dated
22nd December. 1966)

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such part being hereinafter referred to as "Table A") shall apply to the Company, save in so far as they are varied or excluded by or are inconsistent with these Regulations. The Regulations contained in Part II of the last mentioned Schedule shall not apply to the Company.

2. Regulations 11, 24, 53, 58, 75, 79, 84, 87, 89 to 97 inclusive, 106 to 109 inclusive, and 136 of Table A shall not apply.

PRIVATE COMPANY

3. The Company is a Private Company and accordingly :-

- (a) the right to transfer Shares is restricted in manner hereinafter prescribed;
- (b) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall, for the purpose of this Article, be treated as a single Member;

- (c) any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited.

SHARE CAPITAL AND TRANSFER OF SHARES

4. The Share capital of the Company at the date of the adoption of these Articles is £2,000 divided into 2,000 Ordinary Shares of £1 each.

5. The whole of the Shares of the Company for the time being unissued shall be under the control of the Directors who may, subject to the provisions of the Act, allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as the Directors may determine.

6. Any share may with the unanimous consent of the Directors be transferred to any person at any price.

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

LIEN

8. The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons) and upon all dividends and bonuses which may be declared in respect of such shares for all debts obligations and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any shares upon which it has a lien as aforesaid without giving to the transferee notice of its claim, the said shares shall, in default of agreement to the contrary between the Company and the transferee, be free and discharged from the lien of the Company.

GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Two Members present in person or by proxy (and for this purpose the representative of a corporation which is a Member of the Company, shall be deemed to be a Member) shall be a quorum at a General Meeting, but so that not less than two individuals shall constitute a quorum.

10. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof, of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

11. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more of such Members.

DIRECTORS

12. Unless and until otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than seven. At the date of the adoption of these Articles the Directors are BERNARD JOHN BIGWOOD HILDA MARY BIGWOOD IAN HERBERT FYFE FINDLAY and WALTER JAMES PRIDEAUX.

13. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

14. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

15. Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be

his alternate, and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, but he shall in the absence of the Director appointing him be entitled to attend and vote at Meetings of the Directors and shall have all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate Director shall be entitled, in addition to his vote, to a separate vote on behalf of the Director he is representing. An alternate Director may be removed from office by a resolution of the Directors, and shall, ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

16. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company, or of any third party.

17. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(2) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided,

nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

- (3) Any Director may himself or by his firm act in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.
- (4) A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

18. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any persons, who may or have at any time been Directors of, employed by, or in the service of the Company or to the wives, widows or dependants of any such persons and may make contributions to any fund and pay premiums for the purpose or provision of any such gratuity, pension or allowance and may make payments for or towards the insurance of any such Director.

19. The Directors may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

20. A resolution in writing, signed by all the Directors or their alternates, for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.

MANAGING AND EXECUTIVE DIRECTORS

21. The Directors may from time to time appoint one or more of their body to the office of managing director or to perform executive functions for such period and on such terms as to remuneration and otherwise as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.

INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court; and no Director or other officer shall be liable for any loss, damage, or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

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The Companies Acts 1948 to 1967

Company limited by Shares

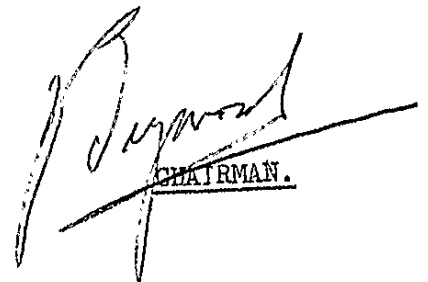
SPECIAL RESOLUTION

- of -

HYGRADE MEATS LIMITED

At an Extraordinary General Meeting of the Company, duly convened and held at the registered office of the Company at Latona Road, London, S.E.15., on the 22nd day of March 1971, the following Resolution as passed as a Special Resolution :

"THAT the name of the Company be changed to
'LATONA FOODS LIMITED'".


CHAIRMAN.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 539871

142

I hereby certify that

HYGRADE MEATS LIMITED

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

LATONA FOODS LIMITED

Given under my hand at London the **29TH MARCH, 1971.**

Assistant Registrar of Companies

DORMANT COMPANY RESOLUTION

Company No. 539871

The Companies Act 1985, Section 252

Special Resolution of

Latona Foods Limited

At a General Meeting of the above-named company held on the 6th day of January, 1993 the following Special Resolution was duly passed:-

The accounts of the company for the financial year ending the 31st March, 1992 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

.....J. B. Bigwood.....DIRECTOR

6th January, 1993.



DORMANT COMPANY RESOLUTION

Company No. 539871

The Companies Act 1985, Section 252

Special Resolution of

Latona Foods Limited

At a General Meeting of the above-named company held on the 26th day of January, 1994 the following Special Resolution was duly passed:-

The accounts of the company for the financial year ending the 31st December, 1993 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.



J. Bigwood
.....DIRECTOR

26th January, 1994.