

COMPANIES ACT 1985

SPECIAL RESOLUTION

pursuant to section 378 (2) of the Companies Act 1985

OF

PHILIP DENNIS FROZEN FOODS

LIMITED

 Passed 18 May 1995

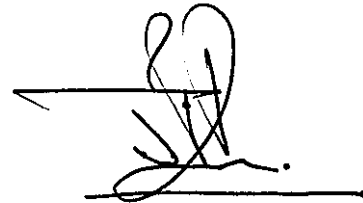
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
 duly convened and held at SALISBURY NORTH DROVE

on the 18th day of MAY 1995 the following
 SPECIAL RESOLUTION was duly passed:-

that the regulations contained in Schedule 1 to the Companies Act 1948 shall
 no longer apply to this company and that in place of those regulations the
 Articles of Association already prepared, a copy of which has been initialled
 by John Preston Dennis for the purposes of identification, be adopted by the
 company and that the Secretary be directed immediately to register them with
 the Registrar of Companies

(Signed)


 Director

THE COMPANIES ACT 1985 - 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
PHILIP DENNIS FROZEN FOODS LIMITED

(As adopted by Special Resolution passed on the 1995)

1. Preliminary

- 1.1. The Regulations contained in table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the company.
- 1.2. In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force.

- 1.3. Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

2. Share Capital

In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the company may by Special Resolution determine."

3. Lien and Forfeiture

- 3.1. The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The registration of a transfer of a share shall operate as a waiver of any lien of the company on that share.

- 3.2. In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other monies or property attributable to it"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other monies payable in respect of the forfeited shares".

4. Alteration of Share Capital

4.1. In Regulation 32 of Table A there shall be inserted after the words "the Resolution may" in paragraph (c) the parenthesis "(if it is a Special Resolution)".

4.2. In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the company)" shall be omitted.

5. Votes of Members

5.1. In Regulation 54 of the Table A there shall be inserted after the second occurrence of the words "every member", the words "present in person or by proxy".

5.2. In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the Resolutions comprised in the business of the meeting for which it is to be used."

6. Disqualification of Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the company" the words "left at the office".

7. Dividends

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or to a particular extent".

8 Notices

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted