

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)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY

L & CO.
~~M. B. WELLS AND COMPANY~~ (CATERERS)

P.P.
S.S.

LIMITED.

AT. No. C.F. 41.

F 130. S510(s)(L)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4


Presented by

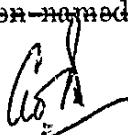
Coole & Haddock,

27 Brighton Road

Crawley Sussex

I, Clifford Mansell Maybury
of Linden Millers Lane Outwood in the County of Surrey
Solicitor

 DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary],-~~

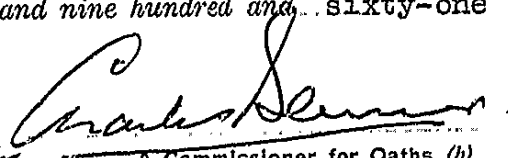
of M. B. WELLS & Co.  ~~AND COMPANY~~ (CATERERS) -

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 54 The Barbican
Crawley, Sussex

the 27th day of February
One thousand nine hundred and sixty-one
before me,

Charles Jenner, 
Commissioner for Oaths, A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.-(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

This margin to be reserved for binding.

No. OF COMPANY.....686857/2

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

REGISTERED

17 MAR 1961

NAME OF

COMPANY.....M. B. Wells & Co. (Caterers)

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £500

Signature.....

Date.....27th February 1961..... Description.....Director

This Statement must be signed by an officer of the Company.

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

CAT. No. C.A. 25.

S3035 (P) ☐

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

Coole & Haddock

27 Brighton Road

Crawley Sussex

17 MAR 1961

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



086857/3

The Companies Act, 1948

COMPANY LIMITED BY SHARES**Memorandum of Association**

OF

REGISTERED

17 MAR 1961

M. B. WELLS & CO. (CATERERS) LIMITED

1. The name of the Company is "M. B. WELLS & CO. (CATERERS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on business as caterers and purveyors, proprietors of cafes, restaurants, hotels and boarding houses, licensed victuallers, wine, beer and spirit merchants, mineral water manufacturers and dealers, ice merchants, ice cream manufacturers and dealers, confectioners, bakers, pastry-cooks, dairy-keepers, farmers, market gardeners, poultry breeders and dealers, manufacturers, importers and exporters of, and dealers in all articles of food and table delicacies, dealers in catering equipment, fancy goods, smallwares, travel goods, toys, games, novelties and sports goods, proprietors of dance halls and places of amusement, general amusement caterers, tobacconists, stationers, newsagents, booksellers, proprietors of libraries and reading rooms, theatre ticket and box office agents, agents for haulage contractors and charabanc tours, ironmongers, hardware and general storekeepers.
 - (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.

- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares, or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole 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 having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as

directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities 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.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are 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 £500, divided into 500 Shares of £1 each. ✓

WE, the several persons whose Names and Addresses 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.	No. of Shares taken by each Subscriber.
<i>M B Wells (M B Wells) Partner</i> <i>Westcot</i> <i>Pine Grove Weybridge Surrey</i>	One
<i>Kathleen Wells (K. Wells)</i> <i>Westcot</i> <i>Pine Grove Weybridge Surrey.</i> <i>married woman</i>	One
<i>Alfred Rougetel (S. P. LE)</i> <i>a Basel & Burg Lane</i> <i>HIGH WYCOMBE Bucks.</i> <i>Sales Manager</i>	ROUGETEL One
TOTAL SHARES TAKEN.	THREE

Dated this 27th day of February 19 61

Witness to the signature of:

~~Witness to the above Signatures~~

M B WELLS — P. Hay.

K. WELLS — *J. A. STEVENS* 9, Wilton Sq. N.I.

S. P. LE ROUGETEL — *N. P. Fielden*; 10, Haverham St. Lane, Twickenham.



686857/4

The Companies Act, 1948

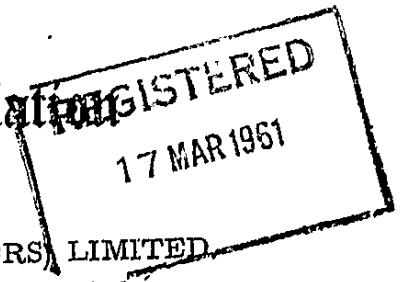


COMPANY LIMITED BY SHARES

Articles of Association

OF

M. B. WELLS & CO. (CATERERS) LIMITED



PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company.

2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;

"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

4. The Company is a private company within the meaning of the Act, and accordingly:-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed; 17(a)
- (b) The number of members of the Company is limited to fifty, 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; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise.

- (d) The Company shall not have the power to issue Share Warrants to bearer;
- (e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

17. (a) The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

23. (a) 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; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS.

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

26. 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.

DIRECTORS.

27. (a) The number of the Directors of the Company shall be not less than two or more than five. The first Directors shall be Michael Bonar Wells, Kathleen Wells and Stanley Paul Le Rougetel.

(b) Subject to the provisions of Section 184 of the Act and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Michael Bonar Wells so long as he continues to be the beneficial holder of One Share in the Company, shall remain a Director of the Company, and shall not be subject to retirement by rotation under the provisions of Regulation 89 of Table A, until he shall die or elect to retire.

(c) The qualification of a Director shall be the holding as beneficial owner of at least One Share of the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two months after his appointment.

(d) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

28. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

29. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

30. (a) A Director may vote and be counted in the quorum at any meeting of the Directors in respect of any contract or proposed contract or arrangement with the Company whether or not such Director is directly or indirectly interested in any such contract or proposed contract.

(b) Regulations 80 to 83, inclusive, Sections (1), (3), (4), and (5) of Regulation 84, and Regulations 85 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

31A. The office of Director shall be vacated if the Director:-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

33. (a) The quorum necessary for the transaction of business at a Board Meeting of the Directors shall be two until otherwise determined by the Directors.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

35. Subject to the provisions of Section 184 of the Act, and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Michael Bonar Wells, referred to in Clauses 27(a) and 27(b) of the Articles, so long as he shall continue to hold as beneficial owner One Share in the Company and to be a Director of the Company under the provisions of Clause 27(b) of the Articles, shall be permanent Managing Director of the Company, and shall be entitled to exercise all the powers, authorities and discretions conferred by the Articles on the Directors.

SECRETARY.

36. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

37. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

40. Regulations 128 and 129 of Table A shall apply.

AUDIT.

41. Regulation 130 of Table A shall apply.

NOTICES.

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

43. Regulation 135 of Table A shall apply.

INDEMNITY.

44. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Mr Wells *Nature*
Westcot
Five Grove Wybridge
Pursey

Kathleen Wells.
Westcot
Five Grove.
Wybridge to Duney.

James W. M. M.

W. M. M.
9 Bassettbury Lane
HIGH W/COMBE, Bucks.

Seals W. M. M.

Witness to the signature of: - Dated this 27th day of February 19 61

~~Witness to the above Signatures:-~~

M.B. WELLS — *P. H. M.* 9, Wilton Sq. N.I.

K. WELLS — *J. A. STEVENS*

P.L.E. DAVEY TEL *W. M. M.* 10, Haverham Lane,
Widchenham

NAMES, ADDRESSES AND DESCRIPTIONS OF SUESCRIBERS.

Mr Wells *Nature*
Westcot
pine Grove Weybridge
Surrey

Kathleen Wells.
Westcot
Pine Grove.
Weybridge Surrey.

James W. Brown

Mr. M. L. H. H.
9 Bassettbury Lane
HIGH WYCOMBE, Bucks.

Seals W. H. H.

Witness to the signature of - Dated this 27th day of February 19 61

~~Witness to the above Signatures -~~

M. R. WELLS — *P. H. H.*

K. WELLS —

J. A. STEVENS

9, Wilton Sq. N. 1.

SPLE PACE TEL - *Whidden: 10, Haverham Lane,*
Widenedham.

DUPLICATE FOR THE FILE

No. 686857



Certificate of Incorporation

I Hereby Certify, that

M. B. WELLS & CO. (CATERERS) LIMITED

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

Given under my hand at London this **Seventeenth** day of
March One Thousand Nine Hundred and Sixty **one.**

Certificate
received by }

Assistant Registrar of Companies.

Date

19/3/61

No. of Company: 686857



THE COMPANIES ACT, 1948

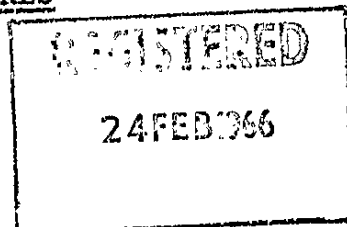
COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

- of -

M.B. WELLS (CATERERS) LIMITED



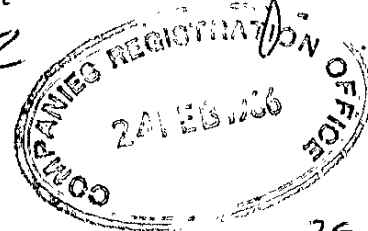
Passed the 11th day of February, 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 11th day of February, 1966, the following SPECIAL RESOLUTION was duly passed :-

"That the Capital of the Company be increased from £500 to £5,000 by the creation of 4,500 new Shares of £1 each, ranking pari passu in all respects with the existing Shares of the Company".

Chairman.

*Presented by
W. Herbert & Son Ltd
12 Leicestershire Fields.
London W. 6 R*



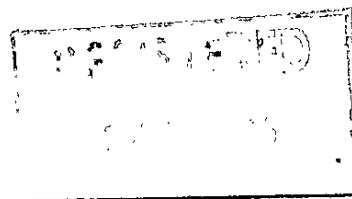
No of Certificate

686854



Form No. 10.

THE COMPANIES ACT, 1948.



M.B. Webb (Packers)

LIMITED.

Notice of Increase in the Nominal Capital

made pursuant to s. 63 of the Companies Act, 1948.

This Notice must be filed together with the Statement of Increase (Form No. 26) and a printed copy of the Resolution authorising the increase of Capital within 15 days after passing the Resolution.

Presented for registration by

W. Robert Van Dyke
12 Lincolns Inn Fields.
London W.C.2

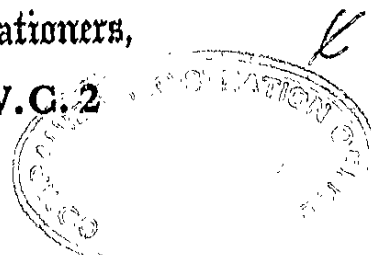
TELEPHONE: HOLBORN 8855 (3 lines).

TELEGRAMS: DUNTERTYME, LONDON. W.C.2.

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2



Notice of Increase in the Nominal Capital

OF

M. B. Wells (Leathers) Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the 11th day of February 1966, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £4,500, beyond the Registered Capital of £500.

The additional Capital is divided as follows :—

Number of Shares	Class of Share (b).	Nominal Amount of each Share.
<u>4,500</u>	<u>Ordinary</u>	<u>One pound</u>

(c) The conditions (e.g. voting rights, dividends, winding up, etc.) subject to which the new Shares have been or are to be issued are as follows :—

Pari Passu with existing Share Capital

Signature [Signature]
Description Director

State whether Director or Manager or Secretary of the Company.

Dated the 10th day of February 1966.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) These details must always be set out.
If such is the case, the following information will suffice:
"The new Shares shall rank 'pari passu' in every respect with the Shares in the original Share Capital of the Company."

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



M. B. Wells (Clerks)

LIMITED.

REGISTERED

24 FEB 1966

Statement of Increase of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, s. 5 of the Revenue Act, 1903, and the Finance Act, 1933. (Note.—The Stamp Duty to be impressed above is Ten Shillings for every £100 or fraction of £100 of the Increase).

This Statement must be filed together with the Notice of Increase (Form No. 10) and a printed copy of the Resolution authorising the increase of Capital within 15 days after the passing of the Resolution.

Presented for registration by

W. Robertson Ltd
12 Lincoln Inn Fields.
London W.C.2

Telephone : Holborn, 3855 (3 lines).

Telegrams : "Duntertype, Estrand, London."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2.

24/2/66
27

THE NOMINAL CAPITAL

OF

M. B. Wells (Partners) LIMITED,

has by a Resolution of the Company dated 11th February 1966 been increased

by the addition thereto of the sum of £ 4,500 divided into

4,500 shares of £ One each beyond the Registered

Capital of £ 500.

To be signed by
an officer
of the Company

Signature

Description



Director.

Dated the

day of

11th Feb February 1966

686 857 / 43
No. 686587

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

M.B. WELLS & CO. (CATERERS) LIMITED

Special resolution pursuant to Section 141(2) of the Companies Act 1948 of M.B. WELLS & CO. (CATERERS) LIMITED passed the 8th day of September 1980. At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Rex House, Hampton Road, West Feltham, Middlesex TW1 3AU on the 8th day of September 1980 the following SPECIAL RESOLUTION was duly passed:

That the name of the Company be changed
to ARA Services Limited.

P. H. Smith
.....
Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 686857

I hereby certify that

M.B. WELLS & CO. (CATERERS) LIMITED

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

ARA SERVICES LIMITED

Given under my hand at Cardiff the

26TH NOVEMBER 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. 686857

147
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

ARA SERVICES LIMITED

At an Extraordinary General Meeting of the above Company held at Rex House, Hampton Road West, Feltham, Middlesex on 12 January 1980 the following Resolution was passed as a Special Resolution:-

RESOLUTION

Q THAT the Regulations in the document marked "A" produced to the Meeting and for the purposes of identification signed by the Director be and are hereby approved and adopted in substitution for and to the exclusion of all the existing Articles of Association of the Company

.....
Chairman

MACFARLANES, SOLICITORS
ONE HILL HOUSE,
LONDON EC4A 3SY



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on the 12th January 1981)

-of-

ARA SERVICES LIMITED

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall constitute the Articles of Association of the Company.
2. Regulations 24, 75, 77, 84 and 89 to 97 (inclusive) of Table A shall not apply to the Company.
3. The Company is a private company and accordingly:-
 - (a) The Directors may, without assigning any reason, decline to register any transfer of shares.
 - (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 purposes 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.

MACFARLANES, SOLICITORS
DOWGATE HILL HOUSE,
LONDON E14 2SY

4. The share capital of the Company at the date of the adoption of these Articles is £5000 divided into 5000 Ordinary Shares of £1 each.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A.

6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as a Resolution duly 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 members.

7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

8. A Director shall not require a share qualification in the Company but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.

9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a

resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by notice in writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

11. The proviso to Regulation 79 of Table A shall not apply to the Company.

12. The Directors may exercise all the powers of the Company to apply to the Court for the winding-up of the Company.

13. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

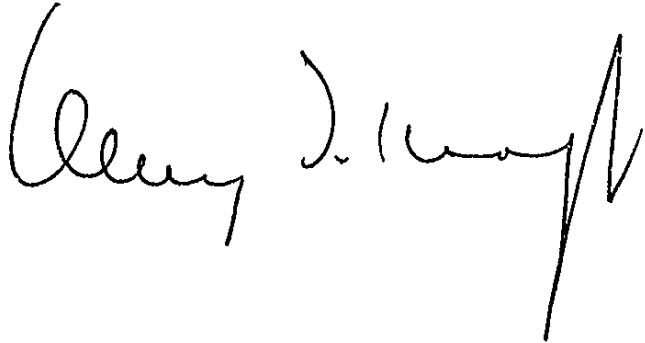
(B) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(C) No Director shall be disqualified by his office from contracting with the Company either 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 shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

14. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with

any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

A handwritten signature in cursive script, appearing to read "Henry J. May". The signature is written in dark ink and includes a long, sweeping vertical stroke at the end.

/48

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

S/REC 12: 20/1/81
STILL IN THE

MEMORANDUM OF ASSOCIATION

-and-

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on the 12th January 1981)

-of-

ARA SERVICES LIMITED

MACFARLANES

DOWGATE HILL HOUSE

LONDON EC4R 2SY

THE COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

ARA SERVICES LIMITED



- *1. The name of the Company is "M. B. WELLS & CO. (CATERERS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on business as caterers and purveyors, proprietors of cafes, restaurants, hotels and boarding houses, licensed victuallers, wine, beer and spirit merchants, mineral water manufacturers and dealers, ice merchants, ice cream manufacturers and dealers confectioners, bakers, pastry-cooks, dairy-keepers, farmers, market gardeners, poultry breeders and dealers, manufacturers, importers and exporters of and dealers in all articles of food and table delicacies, dealers in catering equipment, fancy goods, smallwares, travel goods, toys, games, novelties and sports goods, proprietors of dance halls and places of amusement, general amusement caterers, tobacconists, stationers, newsagents, booksellers, proprietors of libraries and reading rooms, theatre ticket and box office agents, agents for haulage contractors and

* By Resolution passed 8th September 1980 the name of the Company was changed to ARA Services Limited

to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares, or procuring subscriptions for Shares.

- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole 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 having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors

may think desirable or advantageous to the Company.

- (18) To establish and support or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money so such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities 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.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are 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 £500,
divided into 500 Shares of £1 each.

* By Resolution passed 11th December 1966 the share capital was increased by the creation of 4,500 Ordinary Shares of £1 each. ✓

WE, the several persons whose Names and Addresses 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	No. of Shares taken by each Subscriber
M. B. WELLS Westcot Pine Grove Weybridge Surrey Caterer	ONE
KATHLEEN WELLS Westcot Pine Grove Weybridge Surrey Married Woman	ONE
S.P. LE ROUGETEL 9 Bassetsbury Lane High Wycombe Bucks Sales Manager	ONE
TOTAL SHARES TAKEN	THREE

Dated this 27th day of February 1961

Witnesses to the signatures of:-

M.B. Wells - P. Hay 9 Wilton Sq. N1

K. Wells - J.A. Stevens Westminster W1

S.P. Le Rougetel - M.D. Fielden 10 Haversham Close
Twickenham

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on the 12th January 1981)

-of-

ARA SERVICES LIMITED

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 3, 11, 24, 75, 77, 79 and 88 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

3. The Company is a private company limited by shares and, accordingly,

(a) (i) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and

(ii) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited

(b) The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Article 3(a) hereof and provided that no shares shall be issued at a discount.

4. The share capital of the Company at the date of the adoption of these Articles is £5000 divided into 5000 Ordinary Shares of £1 each.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A.

6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as a Resolution duly 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 members.

7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

8. A Director shall not require a share qualification in the Company but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.

9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a

resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by notice in writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

11. The proviso to Regulation 79 of Table A shall not apply to the Company.

12. The Directors may exercise all the powers of the Company to apply to the Court for the winding-up of the Company.

13. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

(B) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(C) No Director shall be disqualified by his office from contracting with the Company either 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 shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

14. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with

any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-and-

NEW

ARTICLES OF ASSOCIATION

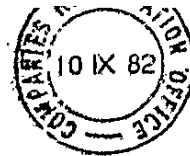
(Adopted by Special Resolution
passed on the 12th January 1981)

-of-

ARA SERVICES LIMITED

Company No. 686857

53



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

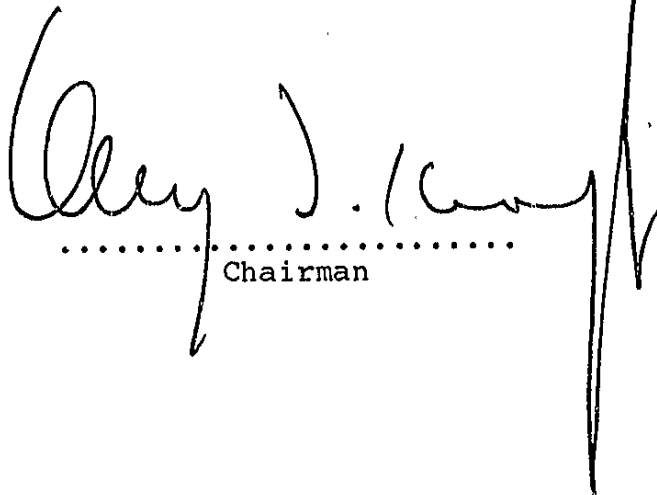
-of-

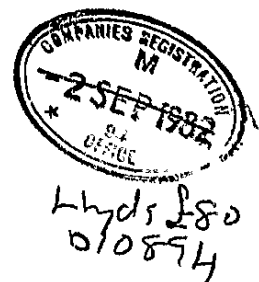
ARA SERVICES LIMITED

At an Extraordinary General Meeting of the
Company duly convened and held on 20th day of
AUGUST 1982 the following Resolution was duly
passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT with the approval of the Registrar of
Companies the name of the Company be changed from
ARA Services Limited to ARA Food Services Limited.


.....
Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 686857/54

I hereby certify that

ARA SERVICES LIMITED

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

ARA FOOD SERVICES LIMITED

Given under my hand at Cardiff the 5TH OCTOBER 1982

A handwritten signature in cursive script, appearing to read 'E. Wilson'.

Assistant Registrar of Companies

C172

No....686857.../60....

THE COMPANIES ACT 1948 TO 1967
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
ARA FOOD SERVICES LIMITED
PASSED THE 27TH DAY OF JULY 1984


AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY,
DULY CONVENED AND HELD AT GLENTHORNE HOUSE, HAMMERSMITH ON THE
27TH DAY OF JULY 1984, THE FOLLOWING RESOLUTION WAS DULY PASSED.

THAT IN ACCORDANCE WITH THE PROVISIONS OF SECTION 12
OF THE COMPANIES ACT 1981 NO AUDITORS BE APPOINTED BY
THE COMPANY IN THAT IT IS A DORMANT COMPANY AND MEETS THE
OTHER REQUIREMENTS OF THE AFORESAID SECTION IN THIS RESPECT.

SIGNED


DIRECTOR

SIGNED


COMPANY SECRETARY

DATE

27.7.84



No. 686857

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ARA FOOD SERVICES LIMITED

PASSED THE 22ND DAY OF MARCH 1985


AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT GLENTHORNE HOUSE, HAMMERSMITH ON THE 22ND DAY OF MARCH 1985, THE FOLLOWING RESOLUTION WAS DULY PASSED.

THAT IN ACCORDANCE WITH THE PROVISIONS OF SECTION 12 OF THE COMPANIES ACT 1981 NO AUDITORS BE APPOINTED BY THE COMPANY IN THAT IT IS A DORMANT COMPANY AND MEETS THE OTHER REQUIREMENTS OF THE AFORESAID SECTION IN THIS RESPECT.

SIGNED


DIRECTOR

SIGNED


COMPANY SECRETARY

DATE: 22.3.85

