

1062995

Form No. 41

No. of Company .....

(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ..... PRINCIPALITY INDUSTRIAL SERVICES ..... Limited\*

I, ..... PAMELA VIRGINIA JUNE EDWARDS .....  
 of ..... 8. BRYNAU DRIVE, MAYALS, .....  
 ..... SWANSEA .....

I do solemnly and sincerely declare that I am (see note (a) below) ..... A PERSON .....  
 NAMED IN THE ARTICLES OF ASSOCIATION AS A DIRECTOR  
 of .....

PRINCIPALITY INDUSTRIAL SERVICES ..... 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 ..... Swansea .....

the ..... 13<sup>th</sup> ..... day of ..... July .....

one thousand nine hundred and ..... Twenty-two .....

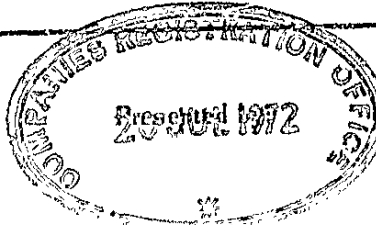
before me. ....

A Commissioner for Oaths (see note (b) below)

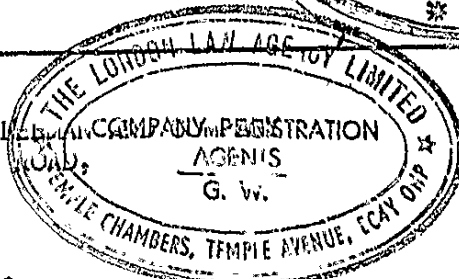
(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")  
 "engaged in the formation", or "a person named in the articles of association as a  
 director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.



BADDILL STREET  
 20 WALTER ROAD,  
 SWANSEA



Presenter's reference: FOS C68C



15 ces.  
4  
w/h

**Statement of Capital**  
Made pursuant to Section 112 of the Stamp Act 1891

Name of Company ..... **PRINCIPALITY INDUSTRIAL SERVICES** ..... Limited

The nominal capital of the above company is £ ...15,000.....

Signature ..... *P. V. J. Edwards* .....

Description ..... **SECRETARY** .....

Date ..... **28/6/72** .....

Margin reserved for binding

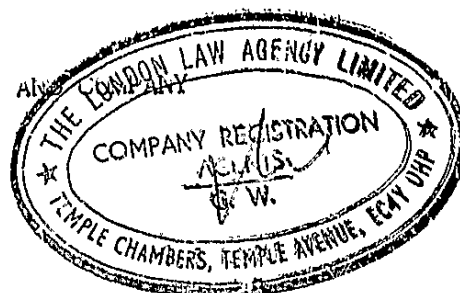
**NOTES**

The stamp duty on the nominal capital is 50p (10s.) for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.



**DANIEL SLEEMAN**  
203 ALSTER ROAD,  
SHEFFIELD.



reference: **P85 C689**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

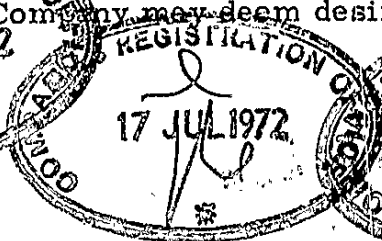
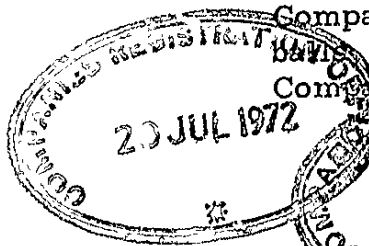
of

1062995

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PRINCIPALITY INDUSTRIAL SERVICES LIMITED

1. The name of the Company is "PRINCIPALITY INDUSTRIAL SERVICES LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of caterers and refreshment contractors, proprietors of restaurants, cafes, sandwich bars, snack bars, mobile and fixed canteens, shops, kiosks, hotels, clubs, and discotheques, bakers, pastrycooks, confectioners, licensed victuallers, distributors of, and dealers in cooked, prepacked and prepared foods, meats, preserves, provisions and comestibles of all kinds, ice creams, wines, spirits, liqueurs, soft drinks, mineral and aerated waters, cigars, cigarettes, tobacco, fruit, flowers and other table decorations, fancy goods, novelties and articles of all kinds, manufacturers, wholesalers and retailers of catering equipment, and requisites of every description, motor and other vehicles proprietors and dealers, garage, petrol filling and service station proprietors, farmers, diarymen, ice merchants, hairdressers, perfumers, travel and holiday agents, theatrical and entertainment agents, newsagents, dealers in musical instruments and accessories, proprietors of dance halls, ball rooms, skating rinks, amusement arcades, theatres, cinemas and other places of amusement and entertainment, caterers for public and private amusements; to provide mobile catering services of all kinds and to let the Company's premises or any part thereof for banquets, dinners, balls, dances, concerts, or any other purpose which the Company may deem desirable.



BAD

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either 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 as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is limited. ✓

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each. ✓



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
Pamela Virginia June Edwards J. Bryan Dune - Mayals. Swansen.  Confectioner.	One ✓
Betty Anne Rees. 49 Ashgrove Killey Swansea. office clerk.	One ✓

Dated the 28th day of June, 1972

Witness to the above Signatures:-

J. B. Powell

20 Walter Rd

Swansea

Chartered Accountant.

1062995/4

THE COMPANIES ACTS, 1948 TO 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

PRINCIPALITY INDUSTRIAL SERVICES LIMITED

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PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES.

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

## GENERAL MEETINGS.

5. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

## DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. The first Directors of the Company shall be

PAMELA VIRGINIA JUNE EDWARDS and  
BETTY ANN REEFS.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. 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.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

#### ALTERNATE DIRECTORS.

12. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### ACCOUNTS.

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

#### TRANSFER OF SHARES.

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

#### SHARE CAPITAL.

16. The Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £ 1 each.

#### SECRETARY.

17. The first Secretary of the Company shall be PAMELA VIRGINIA JUNE EDWARDS.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Pamela Virginia June Edwards.  
 J. Bryman Drive  
 Mayals.  
 Swansea.

Confectioners.

Betty Anne Rees.  
 49, Ashgrove,  
 Millay  
 Swansea.

Office clerk.

Dated the 28<sup>th</sup> day of June, 1972

Witness to the above Signatures :-

J. Howell  
 20 Walter Rd  
 Swansea.  
 Chartered Accountant



## CERTIFICATE OF INCORPORATION

No. 1062995

I hereby certify that

**PRINCIPALITY INDUSTRIAL SERVICES LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

27th July 1972

*M. Taylor*  
(M. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

R E S O L U T I O N S

OF

PRINCIPALITY INDUSTRIAL SERVICES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 31st May 1977

Resolution No:1 below was passed as an Ordinary Resolution and Resolutions No: 2 and 3 below were passed as Special Resolutions.

RESOLUTIONS

1. That the authorised share capital of the Company be increased to £6,000 by the creation of a further 1,000 Ordinary Shares of £1 each.
2. That subject to the passing of Resolution No.3 below each of the 1000 issued Ordinary Shares of £1 each in the capital of the Company be converted into 1 Deferred Ordinary Share of £1 having attached thereto the following rights:-
  - (i) as to dividends - the holders of the Deferred Ordinary Shares shall have no right to receive dividends
  - (ii) as to voting - the holders of the Deferred Ordinary Shares shall have no right to vote at nor to receive notice of or attend at meetings of the Company
  - (iii) as to capital - on a return of assets or upon liquidation the surplus assets of the Company remaining after payment of its liabilities shall be applied in the following manner
    - (a) in repaying to the holders of the Ordinary Shares of £1 each the amount paid up on such shares and then
    - (b) in repaying to the holders of the Deferred Ordinary Shares of £1 each the amount paid up on such shares



The holders of the Deferred Ordinary Shares of £1 each shall not save as mentioned above be entitled to share or participate further or otherwise in such surplus assets.

3. That conditionally upon the passing of the Resolutions numbered 1 above upon the recommendation of the Directors it is desirable to capitalise the sum of £1,000 being part of the amount standing to the credit of the Company's reserves and accordingly that the Directors be authorised and directed to appropriate the said sum to the holders registered immediately prior to the passing of the Resolution numbered 1 above of the 1,000 issued Ordinary Shares of £1 each in the Company in the proportions in which such sum would have been divisible amongst them had the same been applied in paying dividends and to apply such sum on their behalf in paying up in full 1,000 unissued Ordinary Shares of £1 each to be allotted and distributed credited as fully paid to and amongst the said holders in the proportions aforesaid.

  
.....  
Chairman



No. of Company .....1062995.....

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

*Pursuant to Section 63 of the Companies Act 1948*

To the Registrar of Companies

Name of Company .....PRINCIPALITY INDUSTRIAL SERVICES LIMITED..... Limited\*

hereby gives you notice that by ~~ordinary~~/special\*\* resolution of the company dated the  
31st May 1977....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 4,000..... 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
4,000	Preferred 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:-

(If any of the shares are preference shares state whether they are redeemable or not)

The Preferred Shares will be entitled to receive a single dividend of up to £10 per share in priority to the Ordinary Shares and to have repaid in a winding up the amount paid up on them. They will carry no right to vote or receive notice of general meeting.

Signed .....

State whether  
Director or Secretary .....

Date .....31-5-77.....

\* Delete "Limited" if not applicable

\*\* Delete as necessary

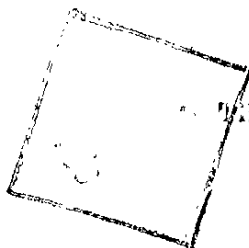
27 JUN 1977  
(see notes overleaf)

Presented by:

Macfarlanes  
Dowgate Hill House  
London, EC4R 2SY  
Presenter's reference:

Z/JJ

Form No. 10



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PRINCIPALITY INDUSTRIAL SERVICES LIMITED

Passed the 31st Day of May, 1977

At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held on Tuesday the 31st Day of May 1977 at 414 Gower Road, Killay, Swansea, the following resolutions (of which resolution no:1 was an ordinary resolution and no:2 a special resolution).

RESOLUTIONS

1. That the authorised Share Capital of the Company be increased to £5,000 by the creation of 4,000 Preferred Shares of £1 each.
2. That the Articles of Association of the Company be modified by the deletion of existing Article 16 and the substitution therefore of the following new Article:

The Share Capital of the Company at the date of the adoption of this Article is £5,000 divided into 1,000 Ordinary Shares of £1 each and 4,000 Preferred Shares of £1 each. The Preferred Shares shall carry the right to receive in priority to the Ordinary Shares a single dividend of up to £10 per share but not to participate further in the profits or assets of the Company. The Holders of the Preferred Shares shall not be entitled to receive notice of or vote at any General Meeting of the Company on a winding up to be re-paid the amounts from time to time paid up on such shares but not to participate further in the distribution of the assets of the Company.

*J. G. Conway*



Chairman

No. of Company .....1052995.....

# THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ....PRINCIPALITY INDUSTRIAL SERVICES LIMITED..... Limited\*

hereby gives you notice that by ordinary/~~extraordinary/special~~\* resolution of the company dated the  
.....31st May 1977....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 1,000..... beyond the registered capital of £ 5,000.....

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:-

(If any of the shares are preference shares state whether they are redeemable or not)

Ranking pari passu in all respects with the existing issued Ordinary Shares of the Company.

Signed .....

State whether  
Director or Secretary .....

Date .....

\* Delete "Limited" if not applicable

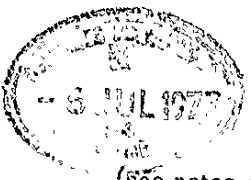
\*\* Delete as necessary

(See notes overleaf)

Presented by:

Macfarlanes  
Dowgate Hill House  
London EC4R 2SY  
Presenter's reference:

Z/JJ



Form No. 10

Margin reserved for binding

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27/5  
No. 1062995

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

PRINCIPALITY INDUSTRIAL SERVICES LIMITED

a  
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

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  
DOWGATE HILL HOUSE,  
LONDON EC4R 2SY



THE COMPANIES ACTS 1948 to 1980

---

COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution  
passed on the 12 JANUARY 1981)

-of-

PRINCIPALITY INDUSTRIAL 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.
4. The share capital of the Company at the date of

MACFARLANES, SOLICITORS  
DOWGATE HILL HOUSE,  
LONDON EC4R 2SY

the adoption of these Articles is £6,000 divided into 1,000 Deferred Ordinary Shares of £1 each, 1,000 New Ordinary Shares of £1 each and 4,000 Preferred 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

7  
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.

Q

Walter J. Kemp

134  
THE COMPANIES ACTS 1948 to 1980

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

AND

NEW

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

-of-

PRINCIPALITY INDUSTRIAL  
SERVICES LIMITED

MACFARLANES

DOWGATE HILL HOUSE

LONDON EC4R 2SY

THE COMPANIES ACTS 1948 TO 1976

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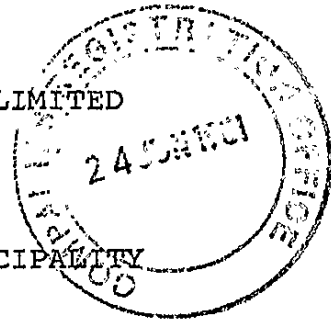
COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

PRINCIPALITY INDUSTRIAL SERVICES LIMITED



1. The name of the Company is "PRINCIPALITY INDUSTRIAL SERVICES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of caterers and refreshment contractors, proprietors of restaurants, cafes, sandwich bars, snack bars, mobile and fixed canteens, shops, kiosks, hotels, clubs, and discotheques, bakers, pastrycooks, confectioners, licensed victuallers, distributors of, and dealers in cooked, prepacked and prepared foods, meats, preserves, provisions and comestibles of all kinds, ice creams, wines, spirits, liqueurs, soft drinks, mineral and aerated waters, cigars, cigarettes, tobacco, fruit, flowers and other table decorations, fancy goods, novelties and articles of all kinds, manufacturers, wholesalers and retailers of catering equipment, and requisites of every description, motor and other vehicles proprietors and dealers, garage, petrol filling and service station proprietors, farmers, dairymen, ice merchants, hairdressers, perfumers, travel and holiday agents, theatrical and entertainment agents, newsagents, dealers in musical instruments and accessories, proprietors of dance halls, ball rooms, skating rinks, amusement arcades, theatres, cinemas and other places of amusement and entertainment, caterers for public and private amusements; to provide mobile catering services of all kinds and to let the Company's

premises or any part thereof for banquets, dinners, balls, dances, concerts, or any other purpose which the Company may deem desirable

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain,

or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either 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 as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are

or have been employed by, or who are serving or have served the Company and to the wives, widows, children, and other relatives and dependents of such person; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.
- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Clause of this Clause shall be construed independent of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is limited.

\* 5. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each.

\* By Resolution passed 31st May 1977 the above capital was increased by the creation of 1,000 Ordinary Shares of £1 each and 4,000 Preferred Ordinary Shares of £1 each.



WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>Pamela Virginia June Edwards 8, Brynan Drive, Mapals, Swansea.</p> <p>Confectioner.</p>	ONE
<p>Betty Anne Rees 49 Ashgrove, Killay, Swansea.</p> <p>Office Clerk</p>	ONE

Dated the 28th day of June 1972

Witness to the above Signatures:

J.A. Powell  
20, Walter Road  
Swansea

Chartered Accountant.

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-

PRINCIPALITY INDUSTRIAL 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 publicare 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 £6,000 divided into 1,000 Deferred Ordinary Shares of £1 each, 1,000 New Ordinary Shares of £1 each and 4,000 Preferred 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 contract 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 person 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

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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.

No...1062995.....

43

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PRINCIPALITY INDUSTRIAL SERVICES LIMITED

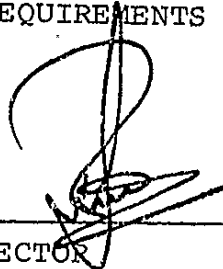
PASSED THE 27TH DAY OF JULY 1984

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.

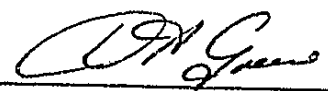
SIGNED

DIRECTOR



SIGNED

COMPANY SECRETARY



DATE 27.7.84



Company Number 1062995

45.

The Companies Acts 1948 to 1983

Company Limited by Shares

Special Resolution

of

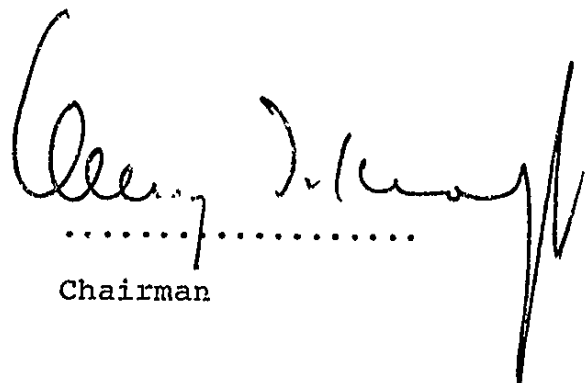
Principality Industrial Services Limited

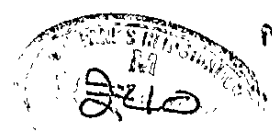


At an Extraordinary General Meeting of the above-named Company held on the 14<sup>th</sup> day of March 1985, the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the name of the Company be changed to ARA Coffee Club Limited."

  
.....  
Chairman





# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1062995

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I hereby certify that

PRINCIPALITY INDUSTRIAL SERVICES LIMITED

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

ARA Coffee Club Limited

Given under my hand at the Companies Registration Office  
Cardiff the

29TH MARCH 1985

  
D. C. H. BUSHER

an authorised officer

No. 1062995

148

THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PRINCIPALITY INDUSTRIAL 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 1985, THE FOLLOWING RESOLUTION WAS DULY PASSED.

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

SIGNED

  
DIRECTOR

SIGNED

  
COMPANY SECRETARY

DATE: 22.3.85



ARA COFFEE CLUB LIMITED

ELECTIVE RESOLUTIONS

Written Resolution of the members of the Company taken pursuant to Sections 379A, 252, 366A and 386 of the Companies Act 1985 (as amended).

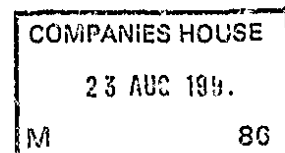
We being all the members of the Company do hereby elect:

1. To dispense with the laying of accounts and reports before the company in general meeting in respect of the year ended 27 September 1991 and subsequent financial years.
2. To dispense with the holding of the annual general meeting for 1992 and subsequent years.

Gordon Campbell  
duly authorised  
for and on behalf  
of ARA SERVICES Plc

B. McCall  
(nominee shareholder)

Dated: 31<sup>st</sup> July 1991



Company No. 106299:

SPECIAL RESOLUTION

of

ARA COFFEE CLUB LIMITED

COMPANIES HOUSE
23 JUL 1991
M E

Passed the 31st Day of July 1991

At an Extraordinary General Meeting of the abovenamed company, duly convened and held at ARA House, Reading on the 31 July 1991, the following resolution was duly passed.

"THAT in accordance with the provisions of Section 250 of the companies Act 1985 (as amended) the Company, being dormant within the meaning of the said section, be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the said Act."

Signed: .....

*Gordon Campbell*

Director

*Angela M. Leung*

Company Secretary

Company No. 1062

SPECIAL RESOLUTION  
OF  
ARA COFFEE CLUB LIMITED

Passed on 11th day of June 1992

At an Extraordinary General Meeting of the above named Company, duly convened and held at ARA House, Reading on 11 June 1992, the following resolution was duly passed

"THAT in accordance with the provisions of Section 250 of the Companies Act 1985 (as amended) the Company, being dormant within the meaning of the said section, be exempted from the obligation to appoint auditors as otherwise required by Section 384 of the said Act".

Signed: Gordon Campbell  
Director

W. L. Richardson  
Company Secretary

