

Company Number: 1832965

1832965

The Companies Acts 1985 to 2006

Special Resolutions

of

CARMELLI BAKERIES LIMITED

At an General Meeting of the members of the above named Company held at

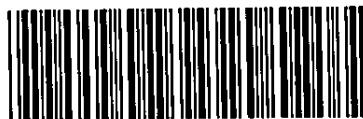
[Venue] 126/128 LOWERS GREEN ROAD, WIMBORNE NH11 8HB

on the 8 day of October 2008 the following Special Resolutions were passed

1. THAT the authorised share capital of the Company be redesignated from £100 divided into 100 Ordinary Shares of £1 each as £100 divided into 100 "A" Ordinary Shares of £1.00 each.
2. THAT the authorised share capital of the Company be increased from £100 to £1000000 by the creation of 799,900 "A" Ordinary Shares of £1.00 each, 100,000 "B" Ordinary Shares of £1.00 each and 100,000 "C" Ordinary Shares of £1.00 each having attached thereto the rights and restrictions as set out in the Articles of Association as adopted by resolution 6 below.
3. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the Authority hereby given shall expire five years after the date of the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority
4. THAT the objects set forth in paragraph 3 of the document produced to this meeting, and for the purposes of identification signed by the chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all existing objects thereof, and the Memorandum of Association be altered accordingly.
5. THAT the regulations set forth in the printed document produced to this meeting and for the purposes of identification signed by the chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof

J. Sanic
Chairman

TUESDAY



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25/11/2008

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The Companies Acts 1985 To 2006
Private Company Limited by Shares

CARMELLI BAKERIES LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Company Number: 1832965
Incorporated on 16 July 1984

A1 COMPANY SERVICES LIMITED
788-790 Finchley Road
London NW11 7TJ
Telephone:- 020-8458-9637
Fax: 020-8905 5593
DX: 92002 TEMPLE FORTUNE

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Co No.: 1832965

**The Companies Acts 1985 to 2006
Private Company Limited by Shares**

MEMORANDUM OF ASSOCIATION

OF

CARMELLI BAKERIES LIMITED

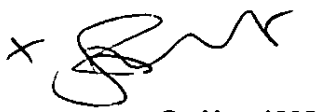
- 1 The Company's name is "CARMELLI BAKERIES LIMITED"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a)
 - (i) To carry on the business of a General Commercial Company and, without prejudice to the generality of the foregoing,
 - (ii) To carry on business as bakers, wholesale and retail grocers and greengrocers, fishmongers, butchers, poulterers, florists, fruiterers, and general storekeepers
 - (iii) To carry on business as producers, manufacturers, importers, exporters and dealers in commodities, corn, flour, fruit, nuts, tea, coffee, vegetables, sauces, spices, pickles, jams, cheese, sugar, eggs, meat, poultry, fish, oils, starches, gelatines, glucose, bacon, milk, cream, butter, bread, agricultural produce and products, general farm produce, groceries, provisions and foodstuffs and commodities generally
 - (iv) To carry on business as suppliers of takeaway food, confectioners and pastry-cooks, restaurant and tea room proprietors, refreshment caterers, wine and spirit merchants, hotel and inn keepers, licensed victuallers, chocolate and sweet manufacturers, coffee grinders and ice cream manufacturers
 - (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company
 - (c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, modify, 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, testing or improving any such patents, inventions or rights
 - (d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company

- (e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company
- (f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with sharing profits, co-operation, joint venture, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company
- (g) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith
- (h) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (i) To invest and deal with the moneys of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made
- (j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures and other negotiable or transferable instruments
- (k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may appear likely to assist or benefit the Company, or for any other value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company
- (l) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies
- (m) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- (n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to 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 or other securities of the Company
- (o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise

- (p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependents, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid
- (q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law
- (r) To procure the Company to be registered or recognised in any part of the world
- (s) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform subcontracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others
- (t) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal
- (u) 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
- (v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors, or otherwise and either alone or in conjunction with others
- (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

And it is hereby declared that

- (i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company
 - (ii) The word "Company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere
- 4 The liability of the members is Limited
- 5 The Share Capital of the Company is £1,000,000 divided into 800,000 "A" Ordinary Shares of £1 00 each, 100,000 "B" Ordinary Shares of £1 00 each and 100,000 "C" Ordinary Shares of £1 00 each

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Co No.: 1832965

**THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

CARMELLI BAKERIES LIMITED

PRELIMINARY

- 1 (i) The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (No 2) (Amendment) Regulations 2007 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (ii) In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force including any provision of the Companies Act 2006

SHARE CAPITAL

- 2 The Share Capital of the Company is £1,000,000 divided into 800,000 "A" Ordinary Shares of £1 00 each, 100,000 "B" Ordinary Shares of £1 00 each and 100,000 "C" Ordinary Shares of £1 00 each

(i) Voting

The "B" Ordinary and "C" Ordinary Shares shall not entitle the holders thereof to receive notice of or attend and vote at any general meeting of the Company and Regulations 38 and 54 of Table A shall be read and construed accordingly

(ii) Dividends

(a) Subject to the provisions of the Act, the Directors may declare an interim dividend and the Company may by ordinary resolution, upon the recommendation of the Directors, declare a final dividend but no dividend shall exceed the amount recommended by the Directors

(b) Every meeting of the Directors, a committee of Directors or General Meeting of the Company at which a dividend is declared shall, by Board or Ordinary Resolution (as appropriate), direct that such dividend be paid either in respect of one class of shares to the exclusion of the other class, or in respect of all classes of shares

(c) Where a dividend is declared in respect of all classes of shares the Company may, by ordinary resolution, differentiate between the classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of share

(d) Regulations 102 and 103 of Table A shall not apply to the Company

(iii) Winding Up and Repayment of Capital

On a winding up or other repayment of capital, the assets of the Company available for distribution amongst the Members shall be applied as follows -

(a) First in paying to the holders of the "A" Ordinary, "B" Ordinary and "C" Ordinary Shares (as if they constituted one class of shares), the capital paid up on such shares,

(b) Lastly in distributing the remainders of such assets (if any) amongst the holders of the "A" Ordinary and "B" Ordinary Shares

The "C" Ordinary Shares shall not confer the right to any further or other participation in the profits or assets of the Company

3 The Directors of the Company may (subject to Articles 4 and 5 (i) below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they think proper

4 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act

5 (i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares comprised in the original and any increased authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act

(ii) In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company

LIEN

- 6 (i) The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- (ii) Regulation 8 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

- 7 (i) Regulations 112 and 115 of Table A shall not apply to the Company.
- (ii) Every Member is entitled to written notice of every meeting of the Company, at such address as the Member may, from time to time, inform the Directors of, provided that a notice given to a joint holder whose name stands first in the Register of Members in respect of a jointly held share shall be sufficient to notify those holding jointly with him. A notice shall be deemed to have been received
- (a) when given, if delivered personally,
 - (b) on the next business day, if sent by facsimile, telex, or E-Mail,
 - (c) after two clear days, if sent by telegram to any properly notified address or if properly addressed and sent within the United Kingdom by pre-paid registered or recorded delivery post,
 - (d) after seven clear days, if properly addressed and sent to or from an address outside of the United Kingdom by pre-paid registered or recorded delivery post,

and subject to the above, Regulation 116 of Table A shall be modified accordingly.

- (iii) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at any such meeting. Regulation 39 of Table A shall not apply to the Company.
- 8 (i) A General Meeting shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent, in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted.
- (iii) Subject to the provisions of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.
- (iv) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 9 (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Save in the case of a company with a single member, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- (ii) For so long as the Company has only a sole Member, that Member shall constitute a quorum if present in person or by proxy or, if that Member is a corporation, by a duly authorised representative.
- (iii) If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.
- (iv) Regulations 40 and 41 of Table A shall not apply to the Company.
- 10 (i) For so long as the Company has only a sole Member, any decisions or actions made or taken by that Member which are ordinarily required to be made or taken in General Meeting of the Company or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 168 or 510 of the Companies Act 2006.
- (ii) Any decision taken by a sole Member pursuant to paragraph (i) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

NUMBER OF DIRECTORS

- 11 (i) Unless otherwise determined by Ordinary Resolution of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and for so long as the number of Directors is one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- (ii) Regulation 64 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 12 No person shall be appointed a Director at any General Meeting unless
- (a) he is recommended by the Directors, or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Register of Directors of the Company together with notice executed by that person of his willingness to be appointed.
- 13 Subject to Article 12 above, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

- 14 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors
- 15 The personal representatives of any person occupying the position of both sole director and sole member of the Company upon his death shall be entitled, on serving notice in writing at the Company's Registered Office, to appoint a person as a Director. Any such appointment shall be deemed for all purposes to be as valid as an appointment made in accordance with the provisions of Article 13 above
- 16 Regulations 76 to 79 (inclusive) of Table A shall not apply to the Company

DIRECTORS GRATUITIES AND PENSIONS

- 17 (i) The powers of the Company set out in Clause 3(p) of the Memorandum of Association may be exercised by the Directors of the Company
- (ii) Regulation 87 of Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

- 18 (i) A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors, but a resolution signed by an alternate Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. Regulation 93 of Table A shall not apply
- (ii) Any Director for the time being absent from the United Kingdom may supply to the company an address and/or telex or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the Directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly
- (iii) A person in communication by electronic means with the chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means
- (iv) a meeting at which one or more of the Directors attends by means of electronic communication is deemed to be held at such place as the Directors shall at that meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present
- (v) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, 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
- (vi) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

BORROWING POWERS

- 19 The Directors may exercise all the powers of the Company to borrow without limit as to the amount and upon such terms and in such manner as they think fit

THE SEAL

- 20 (i) The seal, if any, of the Company shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The provisions of Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Regulation 101 of Table A shall not apply to the Company.
- (ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

TRANSFER OF SHARES

- 21 Save in the circumstances set out in the next succeeding Article 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
- 22 Subject as hereinafter provided
- (a) any share may be transferred to a person who is already a member of the Company,
 - (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will, and
 - (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share

- (i) on which the Company has a lien or
- (ii) to any infant, bankrupt or person of unsound mind

INDEMNITY

- 23 (i) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him on defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Companies Act 1985, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not yet avoided by Section 232 of the Companies Act 2006 or Section 310 of the Companies Act 1985.
- (ii) The directors shall have power to purchase and maintain an insurance policy for any director officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the Companies Act 1985 or Section 232 of the Companies Act 2006.
- (iii) Accordingly regulation 118 of Table A shall not apply to the Company.