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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies

For official use

For official use

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1961948

Name of company

TRIKAPPA (NUMBER 66) LIMITED

* Insert full
name of Company

I, VIVIEN MARY HART
of 7 Bainton Road, Oxford

* Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~[person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the~~
above company and of matters precedent and incidental to it 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 16 St. Martin's - k - Grand
London EC4A 4ET

Declarant to sign below

the eleventh day of October
One thousand nine hundred and eighty-five
before me Robert Kavanagh

Vivien Hart

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

For the Registrar's use address and
reference only

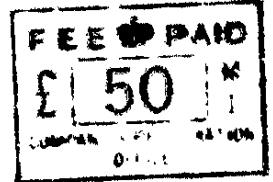
RECEIVED
19 OCT 1985
SECRETARY OF STATE FOR
TRADE
LONDON

For official Use

New Companies Section

Post room

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
- of -
TRIKAPPA (NUMBER 66) LIMITED

1961948



1. The Company's name is TRIKAPPA (NUMBER 66) LIMITED
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on all or any of the following businesses, namely:-

general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of

*Amended
Change
S. 19*

*mod 50
040966*



the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.

(C) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop and grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business

within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

(I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

or
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mode
the

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

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(M) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or by both such methods; and in particular, but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company.

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land

of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(Q) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(R) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(S) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(T) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(U) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(V) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(W) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(X) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(Y) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(Z) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(AA) To procure the Company to be registered in any country or place outside Great Britain.

(BB) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

(DD) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters. It is hereby declared that where

the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) 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 sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 of the Companies Act 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the subscribers to this Memorandum of Association,
wish to be formed into a Company, pursuant to this
Memorandum; and we agree to take the number of shares shown
opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

for and on behalf of MITHRAS LIMITED
whose registered office is at
Royex House, Aldermanbury Square,
London EC2V 7LD

SIGNED



R.J.H. HOLMES

Director and duly authorised signatory

ONE

for and on behalf of MITHRAS (NOMINEES)
LIMITED whose registered office is at
Royex House, Aldermanbury Square,
London EC2V 7LD

SIGNED



R.J.H. HOLMES

Director and duly authorised signatory

ONE

Total shares taken

TWO

DATED the 11th day of October, 1985

Witness to the above Signatures:-

Vivian Hart

Royex House

Aldermanbury Square

London EC2V 7LD

Solicitor

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

1961948

ARTICLES OF ASSOCIATION

- of -

TRIKAPPA (NUMBER 66) LIMITED

PRELIMINARY

1.01 The Company is a private company limited by shares.

1.02 The provisions of these Articles and, subject thereto, the regulations of Table A constitute the regulations of the Company.

1.03 References in these Articles to Table A mean the Table A referred to in the Companies Act 1985 and in force on the date of incorporation of this company.

1.04 References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles.

SHARE CAPITAL

2.01 The Directors are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities within the meaning of

section 80(2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal amount of the shares concerned) of £100 and such authority (unless previously revoked or renewed) shall expire five years after the date of the incorporation of the Company but shall allow the Directors so to allot relevant securities after the expiry of such authority pursuant to an offer or agreement made by the Company before such expiry.

2.02 The provisions of sections 89(1) and 90(1) to (6) of the Companies Act 1985 are hereby excluded pursuant to section 91 of that Act and accordingly so long as the Company remains a private company the pre-emption rights otherwise conferred by the said section 89 upon existing shareholders in relation to the allotment of equity securities for cash do not apply.

SHARE RIGHTS AND THEIR VARIATION

3.01 The Company shall comply with section 128 of the Companies Act 1985 (Registration of particulars of special rights) whenever required to do so under that section following an allotment of shares with unpublished rights.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

4. The Company shall have a first and paramount lien and charge on every share for all moneys (whether presently payable or not) called or payable at a fixed time in

respect of that share, and the Company shall also have a first and paramount lien and charge on all shares standing registered in the name of a member (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not, and whether such moneys are presently payable or not, but the Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien and charge, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

TRANSFER OF SHARES

5. 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. The first sentence of regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

6.01 Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. Regulation 53 of Table A shall be modified accordingly.

6.02 References in these regulations to member's ordinary resolutions are references to resolutions passed by a simple majority at a General Meeting of the Company duly convened and held or to resolutions taking similar effect under Article 6.01.

MEETINGS

7.01 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 46 of Table A shall be modified accordingly.

7.02 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 of Table A shall not apply.

PROXIES

8.01 An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 60 and 61 of Table A shall not apply.

8.02 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) shall either be produced at the meeting or adjourned meeting (including any poll) at which the person named in the instrument proposes to vote or shall be deposited at the registered office of the Company (or at

such other place as may be specified for that purpose in the notice convening the meeting) before the time of holding such meeting, or the time appointed for the taking of the poll, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Any such proxy may be deposited by telex, cable, telegram or facsimile message and shall be deemed to be deposited at the time when the telex, cable, telegram or facsimile message (as the case may be) is despatched and in proving such deposit it shall be sufficient to prove that such telex, cable, telegram or facsimile message (as the case may be) was properly addressed and despatched. Regulation 62 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be not less than two. The persons named as Directors and Secretary in the Statement made pursuant to Section 10 of the Companies Act 1985 shall be the first Directors and first Secretary of the Company respectively.

9.02 The Company may at any time by extraordinary resolution establish a maximum number of Directors and may from time to time and at any time by extraordinary resolution increase or reduce the maximum or minimum number of Directors.

9.03 Regulation 64 of Table A shall not apply.

9.04 The words "and shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted at the end of Regulation 82 of Table A.

POWERS AND DUTIES

10. The Directors may exercise all the powers of the Company to borrow or raise 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.

ALTERNATE DIRECTORS

11.01 Any Director may at any time by writing under his hand (the original or a copy whereof - including a telex cable or facsimile copy - either has been deposited or delivered at the registered office of the Company prior to any meeting of the Directors at which it is to be relied upon or is or has been produced at a meeting of the Directors) appoint any person (including another Director to be his alternate Director and may in like manner by the deposit or delivery at the registered office of the Company of the original or any such copy at any time terminate such appointment. The same person may be appointed as the alternate Director of more than one Director. Any such appointment may be special, that is limited to a particular meeting, or general, that is effective until determined.

11.02 In the absence of his appointor, a special alternate shall be entitled to represent his appointor and vote in his place at the meeting referred to in his appointment.

11.03 A general alternate shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his

appointor is not personally present, and generally at such meeting in the absence of his appointor, to exercise all the functions of his appointor as a Director and for the purposes of the proceedings of such meeting the provisions of these Articles shall apply as if he were a director.

11.04 A Director, or any other person approved by the Directors, present at a meeting of Directors and appointed alternate (whether special or general) for another Director shall have an additional vote for each of his appointors absent from such meeting.

11.05 An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

11.06 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

11.07 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director or if he resigns.

11.08 If his appointor is for the time being temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor.

11.09 An alternate Director shall not require any share qualification but a general alternate by virtue of his office shall be entitled to attend and speak at any General

Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

11.10 An appointment of an alternate for any of the first Directors made by the subscribers to the Memorandum of Association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such Director personally of a person approved by the Directors.

Regulations 65-69 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12.01 The office of any Director shall be vacated, if the Director

- (a) ceases to be a Director by virtue of section 291 of the Companies Act 1985, or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a Director by reason of any order made under section 295 of the Companies Act 1985, or
- (d) is suffering from mental disorder as defined by section 1(2) of the Mental Health Act 1983 and the Directors resolve that he is incapable of properly exercising his functions as a Director, or
- (e) resigns his office by written notice to the Company, or

(f) in accordance with Article 12.05 is served with written notice to resign.

12.02 There shall be no retiring age for Directors and section 293 of the Companies Act 1985 shall not apply.

12.03 The Directors shall not be required to retire by rotation and accordingly Regulations 73 to 80 of Table A shall not apply.

12.04 The Directors may appoint a person who is willing to act to be a Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these regulations as the maximum number of Directors.

12.05 A member or members having the right to attend and vote at any general meeting and holding for the time being not less than 95 per cent. in nominal value of the shares giving that right shall be entitled at any time and from time to time by notice in writing:-

(a) to appoint any person to be a Director by giving written notice to the Company, and

(b) to remove any Director from office by serving written notice to resign on the Director

provided that as a result the total number of the Directors shall not be more than the maximum or be less than the minimum number of Directors fixed by or in accordance with these regulations.

Any notice under this Article may consist of one document signed by all the requisite members or several

documents in the like form each signed by one or more of such members. Each signature may be given personally or by a duly appointed attorney or in the case of a corporation by an officer or by its duly authorised representative.

PROCEEDINGS OF DIRECTORS

13.01 If and so long as the minimum number of directors permitted under these regulations is one, a sole Director may exercise all the powers conferred on the Directors by these regulations, and shall do so by written resolution under his hand and, so long as there is such a sole Director, Regulations 88 to 93 inclusive of Table A shall not apply.

13.02 In the absence of his appointor, an alternate Director may be counted (once for each such appointor) in reckoning whether a quorum is present provided that one Director or alternate Director shall not constitute a quorum unless the minimum number of directors permitted under these regulations is one. The second sentence of Article 89 of Table A shall not apply.

13.03 A Director who is in any way either directly or indirectly interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest in accordance with section 317 of the Companies Act 1985. Subject to such disclosure, a Director shall, notwithstanding regulation 94 of Table A, be entitled to vote in respect of any such contract, transaction or arrangement and he shall be counted in reckoning whether a quorum is present.

13.04 Any Director or member of a Committee of the Directors may participate in a meeting of the Directors or such Committee by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear and speak to one another and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

14. Any notice or document may be served on or delivered to any person pursuant to these regulations either personally or by sending it by post to him or by telex, cable, telegram or facsimile message to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of three days after the letter containing the same is posted. Where a notice is served by the Company by telex, cable, telegram or facsimile message service it shall be deemed to be effected at the time when the telex, cable or facsimile message (as the case may be) is despatched and in proving such service it shall be sufficient to prove that such telex, cable or facsimile message (as the case may be) was properly addressed and despatched. Regulations 111 and 112 of Table A shall be amended accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

for and on behalf of MITHRAS LIMITED
whose registered office is at
Rovex House, Aldermanbury Square,
London EC2V 7LD

SIGNED



R.J. H. HOLMES

Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES)
LIMITED whose registered office is at
Rovex House, Aldermanbury Square,
London EC2V 7LD

SIGNED



R.J. H. HOLMES

Director and duly authorised signatory

DATED the

11th

day of October

1985

Witness to the above signatures:

Vivian East

Rovex House

Aldermanbury Square

London EC2V 7LD

Director



THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1978

1

Please do not
write in the
binding margin

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

1961048

Name of Company

TRIKAPPA (NUMBER 66)

Limited*

*delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

Royex House,
Aldermanbury Square,
LONDON, EC2V 7LD.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

Messrs. Coward Chance,
Royex House,
Aldermanbury Square, London, EC2V 7LD.

Number of continuation sheets attached (see note 1)

Presenter's name, address and
reference (if any)
Coward Chance
Royex House
Aldermanbury Square
LONDON, EC2V 7LD.

HH.2087/VMH

For official use
General section

Post room

The names and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) VIVIEN MARY HART	Business occupation Solicitor
Previous name(s) (note 3)	Nationality
Address (note 4) 47 Bainton Road, Oxford	British
	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature Vivien Hart	Date 11. 10. 85

Name (note 3) ALISON PRICE	Business occupation Solicitor
Previous name(s) (note 3)	Nationality
Address (note 4) 20C Frithville Gardens, London W12.	British
	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature Alison Price	Date 11. 10. 85

Name (note 3) MARK LESLIE EVERETT	Business occupation Solicitor
Previous name(s) (note 3)	Nationality
Address (note 4) 4 Ferndown Close, Albury Road, Guildford, Surrey GU1 2DN.	British
	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as alternate director of the company named on page 1	
Signature M. L. Everett	Date 11. 10. 85

Important
The person
to give an
order return
in section 3
of the Com
Act 1986
section 300
the Compa
Act 1948
amended by
section 105
Companies
1987. Please
read the re
page 4 for
completing
part of the
Enter partic
of other
directorship
or previous
(see note 5
this space i
insufficient
continuation
sheet.

Please fill in the
spaces in this
binding margin

Important
The particulars to
be given are those
referred to in
section 21(2)(b) of
the Companies Act
1978 and section
200(3) of the
Companies Act
1949. Please read
the notes on
page 4 before
completing this
part of the form

The names and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows

Name (notes 1 & 7)	VIVIEN MARY HART
Previous name(s) (note 3)	
Address (notes 4 & 7)	7 Bainton Road, Oxford
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Vivien Hart</i> Date 11.10.83

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
section 21(3) of
the Companies
Act 1978

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature *Coward Chance* [Subscriber] [Agent]† Date 11.10.83

Signature *Coward Chance* [Subscriber] [Agent]† Date 11.10.83

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. *1000000*

I hereby certify that

TELEPHON (PRIVATE) LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the *20th* day of *April* 198*5*

G. M. C. Stock
Director

an authorised officer

Company Number 1961948 /a



The Companies Act 1985

COMPANY LIMITED BY SHARES

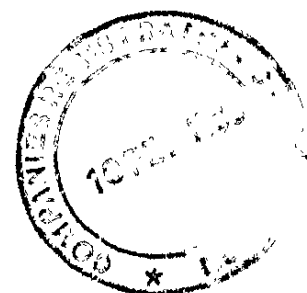
Special Resolution

(Pursuant to Section 380 of the Companies Act 1985)

OF

TRIKAPPA (NUMBER 66) LIMITED

Passed 29th January, 1986.



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Royex House, Aldermanbury Square, London EC2V 7LD on 29th January 1986, the following RESOLUTION was duly passed as a Special Resolution

RESOLUTION

That the name of the Company be changed to PANFOODS CO., LIMITED

Vivien Hast
.....
Director and Secretary

29th January 1986



M10.
440
096109



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1961948 / 16

I hereby certify that

TRIKAPPA (NUMBER 66) LIMITED

having by special resolution changed its name, is now
incorporated under the name of
PANFOODS CO., LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 14TH FEBRUARY 1986

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

MRS. E. J. JONES

an authorised officer

Company Number 1961948 / 4

The Companies Act 1985

C O M P A N Y L I M I T E D B Y S H A R E S

Special Resolution

(Pursuant to Section 380 of the Companies Act 1985)

OF

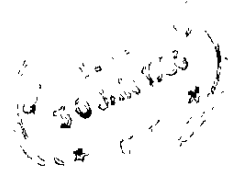
TRIKAPPA (NUMBER 66) LIMITED

Passed 29th January, 1986.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Royex House, Aldermanbury Square, London EC2V 7LD on 29th January 1986, the following RESOLUTION was duly passed as a Special Resolution

RESOLUTION

THAT the objects of the Company be altered by deleting Clause 3 (A) of its Memorandum of Association and by substituting in lieu thereof the following new Clause 3 (A) :-



"3(A). To carry on all or any of the following businesses, namely:-
to import, export, buy, sell, distribute, exchange, process or otherwise trade or deal in coffee and coffee products and foodstuffs, food products, drinks and drink products of every description."

.....*Vivien*.....*Hast*.....

Director and Secretary

29th January 1986

1986 Jan 29

Company Number 1961948

The Companies Act 1985

C O M P A N Y L I M I T E D B Y S H A R E S

Ordinary Resolution

(Pursuant to Section 380 of the Companies Act 1985)

OF

TRIKAPPA (NUMBER 66) LIMITED

Passed 29th January, 1986.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Royex House, Aldermanbury Square, London EC2V 7LD on 29th January 1986, the following RESOLUTION was duly passed as an Ordinary Resolution

RESOLUTION

3. THAT the authorised share capital of the Company be increased from £100 to £500,000 by the creation of a further 499,900 Ordinary Shares of £1 each to rank pari passu with the existing shares in the capital of the Company.

30

Gan

4. That unless the Company in General Meeting shall otherwise determine, the Directors are hereby generally authorised in accordance with Section 80 of the Companies Act, 1985 to allot, grant options over or otherwise dispose of any share in the Company for the time being unissued subject to the following terms and conditions :-

- (a) the maximum amount of shares that may be allotted under this power is 499,998 shares of £1 each (that is to say the total of the shares unissued at the date of this Resolution after the passing of Resolution numbered 3 above).
- (b) this authority will expire on the date which falls five years from the date of this Resolution.

.....*Vivien*.....*Hast*.....
Director and Secretary

29th January 1986



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in block type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[117]

1961948

Name of company

Insert full name
of company

TRIKAPPA (NUMBER 66) LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29th January 1986 the nominal capital of the company has been
increased by £ 499,900 beyond the registered capital of £ 100

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

"to rank pari passu with the existing shares in the capital
of the Company"

Please tick here if
continued overleaf



† delete as
appropriate

Signed

Vivian Hart

and
[Director] Secretary†

Date 29. 1. 86.

Presentor's name address and
reference (if any):

Coward Chance
Royex House
Aldermanbury Square
London EC2V 7LD

HH.2260/CAB

For official Use

General Section

Post room

Gordon

~~Certified~~ a true copy of the Memorandum and Articles of Association as amended by Special and Ordinary Resolutions passed on 29th January 1986 and by Special Resolution passed on 5th March 1986

Company Number 1961948

THE COMPANIES ACT 1985 Director and Secretary
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

PANFOODS CO., LIMITED

(as amended by Special Resolutions and an Ordinary Resolution passed on 29th January 1986 and by Special Resolution passed on 5th March 1986)

1. The Company's name is PANFOODS CO., LIMITED*
2. The registered office of the Company is to be situated in England and Wales.
3. **The Company's objects are:-
 - (A) To carry on all or any of the following businesses, namely:-

to import, export, buy, sell, distribute, exchange, process or otherwise trade or deal in coffee and coffee products and foodstuffs, food products, drinks and drink products of every description.

* The name of the Company was changed from Trikappa (Number 36) Limited on 14th February 1986 pursuant to a Special Resolution passed on 29th January 1986.

** Adopted by Special Resolution passed on 5th March 1986.



(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.

(C) To buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop and grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(F) To pay for any property or rights acquired by the

Company on such terms as the Company may determine.

(G) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, in cash, by instalments or otherwise and generally on such terms as the Company may determine.

(H) To borrow or raise money upon such terms and on such security as may be considered expedient 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(K) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

1

(L) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(M) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(N) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(O) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(P) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(Q) To draw, make, accept, enforce, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(S) To procure the Company to be registered in any country or place outside Great Britain.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

(V) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other

expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) 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 sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The Company's share capital is £500,000 divided into 500,000 shares of £1 each.*

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to

* The share capital was increased from £100 divided into 100 ordinary shares of £1 each by Ordinary Resolution passed on 29th January 1986.

the provisions of Section 127 of the Companies Act 1985,
the rights and privileges attached to any of the shares of
the Company may be modified, varied, abrogated or dealt
with in accordance with the provisions for the time being
of the Company's Articles of Association.

1
WE, the subscribers to this Memorandum of Association,
wish to be formed into a Company, pursuant to this
Memorandum; and we agree to take the number of shares shown
opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
---------------------------------------	---

for and on behalf of MITHRAS LIMITED whose registered office is at Royex House, Aldermanbury Square, London EC2V 7LD	One
---	-----

SIGNED

R.H.H. Holmes
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES) LIMITED whose registered office is at Royex House, Aldermanbury Square, London EC2V 7LD	One
--	-----

SIGNED

R.J.H. Holmes
Director and duly authorised signatory

Total shares taken	Two
--------------------	-----

DATED the 11th day of October, 1985

Witness to the above Signatures:-

Vivien Hart
Royex House
Aldermanbury Square
London EC2V 7LD

Solicitor

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

PANFOODS CO., LIMITED

(as amended by Special Resolution passed on 5th March 1986)

PRELIMINARY

1.01 The Company is a private company limited by shares.

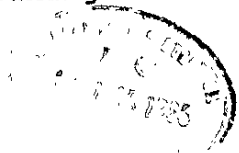
1.02 The provisions of these Articles and, subject thereto, the regulations of Table A constitute the regulations of the Company.

1.03 References in these Articles to Table A mean the Table A referred to in the Companies Act 1985 and in force on the date of incorporation of this company.

1.04 References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles.

SHARE CAPITAL

2.01 The Directors are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities within the meaning of



section 80(2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal amount of the shares concerned) of £100 and such authority (unless previously revoked or renewed) shall expire five years after the date of the incorporation of the Company but shall allow the Directors so to allot relevant securities after the expiry of such authority pursuant to an offer or agreement made by the Company before such expiry.

2.02 The provisions of sections 89(1) and 90(1) to (6) of the Companies Act 1985 are hereby excluded pursuant to section 91 of that Act and accordingly so long as the Company remains a private company the pre-emption rights otherwise conferred by the said section 89 upon existing shareholders in relation to the allotment of equity securities for cash do not apply.

SHARE RIGHTS AND THEIR VARIATION

3.01 The Company shall comply with section 128 of the Companies Act 1985 (Registration of particulars of special rights) whenever required to do so under that section following an allotment of shares with unpublished rights.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

4. The Company shall have a first and paramount lien and charge on every share for all moneys (whether presently payable or not) called or payable at a fixed time in

respect of that share, and the Company shall also have a first and paramount lien and charge on all shares standing registered in the name of a member (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not, and whether such moneys are presently payable or not, but the Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien and charge, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

TRANSFER OF SHARES

5. 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. The first sentence of regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

6.01 Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who on the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. Regulation 53 of Table A shall be modified accordingly.

6.02 References in these regulations to member's ordinary resolutions are references to resolutions passed by a simple majority at a General Meeting of the Company duly convened and held or to resolutions taking similar effect under Article 6.01.

MEETINGS

7.01 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 46 of Table A shall be modified accordingly.

7.02 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 of Table A shall not apply.

PROXIES

8.01 An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 60 and 61 of Table A shall not apply.

8.02 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) shall either be produced at the meeting or adjourned meeting (including any poll) at which the person named in the instrument proposes to vote or shall be deposited at the registered office of the Company (or at

such other place as may be specified for that purpose in the notice convening the meeting) before the time of holding such meeting, or the time appointed for the taking of the poll, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Any such proxy may be deposited by telex, cable, telegram or facsimile message and shall be deemed to be deposited at the time when the telex, cable, telegram or facsimile message (as the case may be) is despatched and in proving such deposit it shall be sufficient to prove that such telex, cable, telegram or facsimile message (as the case may be) was properly addressed and despatched. Regulation 62 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be not less than two. The persons named as Directors and Secretary in the Statement made pursuant to Section 10 of the Companies Act 1985 shall be the first Directors and first Secretary of the Company respectively.

9.02 The Company may at any time by extraordinary resolution establish a maximum number of Directors and may from time to time and at any time by extraordinary resolution increase or reduce the maximum or minimum number of Directors.

9.03 Regulation 64 of Table A shall not apply.

9.04 The words "and shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted at the end of Regulation 82 of Table A.

POWERS AND DUTIES

10.01 The Directors may exercise all the powers of the Company to borrow or raise 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 PROVIDED THAT if, as a result of the exercise of any such power, the total borrowings of the Company outstanding would exceed £5 million or the equivalent thereof in any other currency or currencies the exercise by the Directors of such power shall be subject to the prior approval of the Company.

10.02 The Directors may not exercise any of the powers of the Company to buy, sell, trade or otherwise deal in or on commodity futures and/or terminal markets anywhere in the world without the prior approval of the Company.

ALTERNATE DIRECTORS

11.01 Any Director may at any time by writing under his hand (the original or a copy whereof - including a telex cable or facsimile copy - either has been deposited or delivered at the registered office of the Company prior to any meeting of the Directors at which it is to be relied upon or is or has been produced at a meeting of the Directors) appoint any person (including another Director to be his alternate Director and may in like manner by the deposit or delivery at the registered office of the Company of the original or any such copy at any time terminate such appointment. The same person may be appointed as the alternate Director of more than one Director. Any such appointment may be special, that is limited to a particular meeting, or general, that is effective until determined.

11.02 In the absence of his appointor, a special alternate shall be entitled to represent his appointor and vote in his place at the meeting referred to in his appointment.

11.03 A general alternate shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally at such meeting in the absence of his appointor, to exercise all the functions of his appointor as a Director and for the purposes of the proceedings of such meeting the provisions of these Articles shall apply as if he were a director.

11.04 A Director, or any other person approved by the Directors, present at a meeting of Directors and appointed alternate (whether special or general) for another Director shall have an additional vote for each of his appointors absent from such meeting.

11.05 An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

11.06 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

11.07 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director or if he resigns.

11.08 If his appointor is for the time being temporarily

unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor.

11.09 An alternate Director shall not require any share qualification but a general alternate by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

11.10 An appointment of an alternate for any of the first Directors made by the subscribers to the Memorandum of Association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such Director personally of a person approved by the Directors.

Regulations 65-69 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12.01 The office of any Director shall be vacated, if the Director

- (a) ceases to be a Director by virtue of section 291 of the Companies Act 1985, or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a Director by reason of any order made under section 295 of the Companies Act 1985, or
- (d) is suffering from mental disorder as defined by section 1(2) of the Mental Health Act 1983 and the Directors resolve that he is

incapable of properly exercising his functions as a Director, or

(e) resigns his office by written notice to the Company, or

(f) in accordance with Article 12.05 is served with written notice to resign.

12.02 There shall be no retiring age for Directors and section 293 of the Companies Act 1985 shall not apply.

12.03 The Directors shall not be required to retire by rotation and accordingly Regulations 73 to 80 of Table A shall not apply.

12.04 The Directors may appoint a person who is willing to act to be a Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these regulations as the maximum number of Directors.

12.05 A member or members having the right to attend and vote at any general meeting and holding for the time being not less than 95 per cent. in nominal value of the shares giving that right shall be entitled at any time and from time to time by notice in writing:-

(a) to appoint any person to be a Director by giving written notice to the Company, and

(b) to remove any Director from office by serving written notice to resign on the Director

provided that as a result the total number of the Directors shall not be more than the maximum or be less than the

minimum number of Directors fixed by or in accordance with these regulations.

Any notice under this Article may consist of one document signed by all the requisite members or several documents in the like form each signed by one or more of such members. Each signature may be given personally or by a duly appointed attorney or in the case of a corporation by an officer or by its duly authorised representative.

PROCEEDINGS OF DIRECTORS

13.01 If and so long as the minimum number of directors permitted under these regulations is one, a sole Director may exercise all the powers conferred on the Directors by these regulations, and shall do so by written resolution under his hand and, so long as there is such a sole Director, Regulations 88 to 93 inclusive of Table A shall not apply.

13.02 In the absence of his appointor, an alternate Director may be counted (once for each such appointor) in reckoning whether a quorum is present provided that one Director or alternate Director shall not constitute a quorum unless the minimum number of directors permitted under these regulations is one. The second sentence of Article 89 of Table A shall not apply.

13.03 A Director who is in any way either directly or indirectly interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest in accordance with section 317 of the Companies Act 1985. A Director shall not be entitled to vote in respect of any such contract, transaction or

arrangement and he shall not be counted in reckoning whether a quorum is present unless his interest arises only because the case falls within one or more of the following paragraphs:-

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article is adopted by the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

13.04 Any Director or member of a Committee of the Directors may participate in a meeting of the Directors or such Committee by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear and speak to one another and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

14. Any notice or document may be served on or delivered to any person pursuant to these regulations either personally or by sending it by post to him or by telex, cable, telegram or facsimile message to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of three days after the letter containing the same is posted. Where a notice is served by the Company by telex, cable, telegram or facsimile message service it shall be deemed to be effected at the time when the telex, cable or facsimile message (as the case may be) is despatched and in proving such service it shall be sufficient to prove that such telex, cable or facsimile message (as the case may be) was properly addressed and despatched. Regulations 111 and 112 of Table A shall be amended accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

for and on behalf of MITHRAS LIMITED
whose registered office is at
Royex House, Aldermanbury Square,
London EC2V 7LD

SIGNED

R.J.H. Holmes
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES) LIMITED
whose registered office is at
Royex House, Aldermanbury Square,
London EC2V 7LD

SIGNED

R.J.H. Holmes
Director and duly authorised signatory

DATED the 11th day of October, 1985

Witness to the above signatures:

Vivien Hart
Royex House
Aldermanbury Square
London EC2V 7LD

Solicitor

Company Number 1961943 / 12

φ 1

The Companies Act 1985

C O M P A N Y L I M I T E D B Y S H A R E S

Special Resolutions

(Pursuant to Section 380 of the Companies Act 1985)

OF

PANFOODS CO., LIMITED

Passed 5th March, 1986.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Royex House, Aldermanbury Square, London EC2V 7LD on 5th March 1986, the following RESOLUTIONS were duly passed as Special Resolutions

RESOLUTIONS

A. THAT the objects of the Company be altered by deleting Clause 3 of its Memorandum of Association and by substituting in lieu thereof the following new Clause 3:-

"3. The Company's objects are:-



(A) To carry on all or any of the following businesses, namely:-

to import, export, buy, sell, distribute, exchange, process or otherwise trade or deal in coffee and coffee products and foodstuffs, food products, drinks and drink products of every description.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.

(C) To buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop and grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(F) To pay for any property or rights acquired by the Company on such terms as the Company may determine.

(G) To accept payment for any property or rights sold

or otherwise disposed of or dealt with or for any services rendered by the Company, in cash, by instalments or otherwise and generally on such terms as the Company may determine.

(H) To borrow or raise money upon such terms and on such security as may be considered expedient 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(K) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(L) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(M) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company

or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(N) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(O) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(P) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(Q) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(S) To procure the Company to be registered in any country or place outside Great Britain.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above

objects or any of them.

(V) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) 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 sense as if each defined the objects of a separate and distinct company."

B. THAT the Articles of Association of the Company be amended as follows:-

(1) By deleting Article 10 and substituting in lieu thereof the following new Article 10:-

"10.01 The Directors may exercise all the powers of the Company to borrow or raise 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 PROVIDED THAT if, as a result of the exercise of any such power, the total borrowings of the Company

outstanding would exceed 25 million or the equivalent thereof in any other currency or currencies the exercise by the Directors of such power shall be subject to the prior approval of the Company.

13.02 The Directors may not exercise any of the powers of the Company to buy, sell, trade or otherwise deal in or on commodity futures and/or terminal markets anywhere in the world without the prior approval of the Company"; and

(2) By deleting Article 13.03 and by substituting in lieu thereof the following new Article 13.03:-

"13.03 A Director who is in any way either directly or indirectly interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest in accordance with section 317 of the Companies Act 1985. A Director shall not be entitled to vote in respect of any such contract, transaction or arrangement and he shall not be counted in reckoning whether a quorum is present unless his interest arises only because the case falls within one or more of the following paragraphs:-

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article is adopted by the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

Regulation 94 of Table A shall not apply."

.....Vivien.....Hart.....
Director and Secretary

5th March 1986

Company Number 1961948 / 15

21

The Companies Act 1985

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to section 380 of the Companies Act 1985)

OF

PANFOODS CO., LIMITED

Passed 27th March 1986

BY WRITTEN RESOLUTION signed by or on behalf of all the members of the above-named Company taking effect on 27th March 1986 the following resolution was duly passed as an EXTRAORDINARY RESOLUTION:

RESOLUTION

RESOLVED THAT the minimum number of Directors of the Company be reduced from two to one pursuant to Article 9.02 of the Company's Articles of Association AND THAT this Resolution shall take effect as an EXTRAORDINARY RESOLUTION on 27th March 1986.

.....
Sole Director

28th April 1986

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

21

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

1118

1961948

Name of company

* Insert full name
of company

*

PANFOODS CO. LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 5 overleaf
before completing
this form

Day Month

3 1 1 2

† delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and
complete as
appropriate

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 3rd July 1986

Presenter's name address and
reference (if any):

Coward Chance
Royex House
Aldermanbury Square
LONDON EC2V 7LD

HH.2260/CAB

For official Use
General Section

Post room



Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

1217

1961948

Name of company

PANFOODS CO., LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	0	3
---	---	---	---

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	0	3	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed



[Director] [Secretary]† Date

11th December 1986

Presenter's name address and reference (if any):

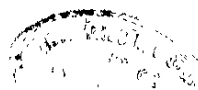
COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

HM 257CAR

For official Use

General Section

Post room



G

COMPANIES FORM No. 353

353

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

22

1961948

Name of company

*	PANFOODS CO., LIMITED
---	-----------------------

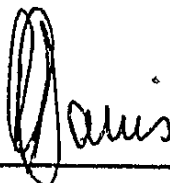
* insert full name
of company

gives notice that the register of members is [now] kept at:

Market Buildings, 29 Mincing Lane, London	
Postcode	EC3R 7EE

† delete as
appropriate

Signed



[Director][Secretary]† Date

31/12/86

Presentor's name address and
reference (if any):
Coward Chance
Royex House
Aldermanbury Square
London EC2V 7LD

HH.2378/CAB

For official Use
General Section

Post room

