



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 block lettering

* insert full
name of Company

To the Registrar of Companies

For official use

For official use

Name of company

* TORDRIET LIMITED

I, Valerie Wilson

of BRIDGE HOUSE, 181 QUEEN VICTORIA STREET LONDON EC4V 4DD

† 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 BRIDGE HOUSE
181, QUEEN VICTORIA ST
LONDON EC4V 4DD

Declarant to sign below

the 9th day of December
One thousand nine hundred and Eighty-five
before me [Signature]

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

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

WILDMAN & BATTELL LTD.,
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2387

For official Use

New Companies Section

Post room

12/12/85

The Companies Act 1985

COMPANY LIMITED BY SHARES



Memorandum of Association

1377220

OF

TOPDRIFT LIMITED

CR £50

1. The name of the Company is "TOPDRIFT LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely; manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants; catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturists; landscape gardeners and designers; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and

WILDMAN & BATTELL LTD.;
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2387

1.



electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers, writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of laundrettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences; trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others,
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

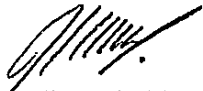
4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names,


NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares
Taken by each
subscriber


JOHN WILDMAN,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

ONE 

Company Director.



VALERIE WILSON,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.


ONE 

Secretary.

DATED this 9th day of December 1985.

WITNESS to the above signatures -


K. SKEOCH,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

Secretary. 

The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

1377220

TOPDRIFT LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

(b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with section 89 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Chapter VII of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

8. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

9. Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

10. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

11. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. The office of a Director shall be vacated :

- (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
- (2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

SECRETARY

14. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

15. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.


FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be JOHN WILDMAN.


FIRST SECRETARY

17. The first Secretary of the Company shall be VALERIE WILSON.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


JOHN WILDMAN,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

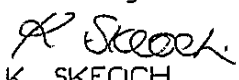
Company Director.


VALERIE WILSON,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

Secretary.

DATED this 9th day of December, 1985.

WITNESS to the above signatures -


K. SKEOCH,
Bridge House,
181 Queen Victoria Street,
London EC4V 4DD.

Secretary.



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

1877920

Name of company

* insert full name
of company

* TOPDRIFT LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

BRIDGE HOUSE

181 QUEEN VICTORIA STREET,

LONDON EC4V 4DD

Postcode

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



WILDMAN & BATTELL LTD

BRIDGE HOUSE 181 QUEEN VICTORIA STREET

LONDON EC4V 4DD

Postcode

Number of continuation sheets attached (see note 1)



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

For official Use
General Section

Post room

The name(s) 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:

Please write in this margin.

Name (note 3) JOHN WILDMAN		Business occupation COMPANY DIRECTOR	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) BRIDGE HOUSE, 181, QUEEN VICTORIA STREET LONDON		Date of birth (where applicable) (note 6)	
Postcode EC4V 4DD			
Other directorships † WILDMAN & BATTELL LTD SAME-DAY COMPANY SERVICES LTD.			
I consent to act as director of the company named on page 1			
Signature		Date 9-12-85	

† enter particulars of other directorships held or previously held (see note 5); if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

The name(s) 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 3 & 7)	VALERIE WILSON		
Previous name(s) (note 3)	NONE		
Address (notes 4 & 7)	BRIDGE HOUSE		
	181 QUEEN VICTORIA STREET		
	LONDON	Postcode	EC4W 4DD
I consent to act as secretary of the company named on page 1			
Signature	<i>V Wilson</i>		Date 9-12-88

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

for and on behalf of:-	
WILDMAN & BATTELL LIMITED	
Signature of agent on behalf of subscribers	Date 9-12-88

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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

delete if the form is
signed by the
subscribers

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1977220

I hereby certify that

TOPDRIFT 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

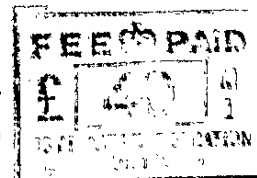
14TH JANUARY 1986

A handwritten signature in cursive script, appearing to read 'C. R. Williams'.

MRS. C. R. WILLIAMS

an authorised officer

2013
Number of Company 1977220



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TOPDRIFT LIMITED



Passed the 24TH day of FEBRUARY, 1986.

At an EXTRAORDINARY GENERAL MEETING of the Members
of the above-named Company, duly convened and held at
the registered office of the Company

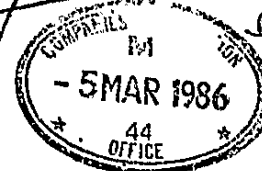
NO 1 BALFOUR PLACE
MAYFAIR
LONDON W1Y 5RH

on the 24TH day of FEBRUARY, 1986, the following
SPECIAL RESOLUTION was duly passed:-

RESOLUTION

"That, with the consent of the Registrar of Companies
the Company name be changed to THE ULTIMATE SNACK FOOD
COMPANY LIMITED.

Chairman



10/5
BAR 240
100362

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1977220 / 9

I hereby certify that

TOPDRIFT LIMITED

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

THE ULTIMATE SNACK FOOD COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19TH MARCH 1986

E. Chadwick
MRS E. CHADWICK

an authorised officer

**Notice of accounting reference date
(to be delivered within 6 months of
incorporation)**

Please do not
write in
this margin

Pursuant to section 224 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

1110

1977220

Name of company

* THE ULTIMATE SNACK FOOD COMPANY LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important

The accounting reference date to be entered alongside should be completed as in the following examples:

Day Month

3	0	0	4
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

30 June

Day Month

3	0	0	6
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

† Delete as appropriate

Signed

[Director][Secretary]† Date

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

CHAPMAN DAVIS & CO.
CHARTERED ACCOUNTANTS
No 1 BALFOUR PLACE
MAYFAIR
LONDON W1Y 5RH

For official Use
General Section

! Post room



Number of Company 1977220

112

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

OF

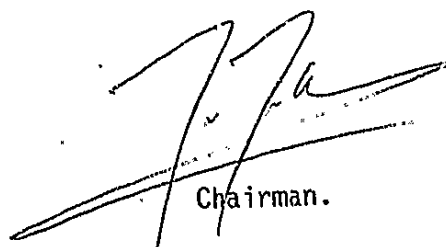
THE ULTIMATE SNACK FOOD COMPANY LIMITED

Passed the 26TH day of MARCH 1986

At and Extraordinary General Meeting of the Members
the above named Company duly convened and held at N° 1 BETHWIN
ROAD, CAMBERWELL, LONDON SE5
on the 26TH day of MARCH 1986, the following ORDINARY
RESOLUTION was duly passed:-

R E S O L U T I O N .

That the Capital of the Company be increased from
£1,000 to £5,000 by the creation of a
further FOUR THOUSAND
shares of £1 each to rank pari passu in all respects
with the existing share of the Company.


Chairman.



Number of Company 1977220

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE ULTIMATE SNACK FOOD COMPANY LIMITED

Passed the 26TH day of MARCH, 1986.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at NO 1 BETHWIN ROAD, CAMBERWELL, LONDON SE5

on the 26TH day of MARCH, 1986, the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION.

That the Articles of Association of the Company be amended by adopting the attached clause number 18.

SPECIFIC RESOLUTIONS

"18. The following can be transacted only with approval of 65% of the members in general meeting expressed by the passing of a specific resolution.

- (1) The payment of dividends
- (2) The removal of a director
- (3) The change in the general nature of the Company's trade."

CHAIRMAN

THE COMPANIES ACTS 1948 TO 1976

Notice of Increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

☐ ☐ ☐ ☐

1977220

Name of Company

THE ULTIMATE SNACK FOOD COMPANY

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[~~extraordinary~~] [special]† resolution of the company dated 26TH MARCH 1986the nominal capital of the company has been increased by the addition thereto of the sum of
£ 4,000 beyond the registered capital of £ 1,000†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
4,000 (FOUR THOUSAND)	ORDINARY	£1.00

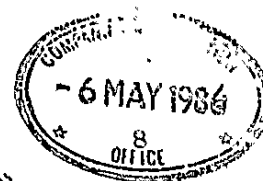
(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf
☐
†delete as
appropriate

Signed

[Director] [Secretary]† Date

Presenter's name, address and
reference (if any):CHAPMAN DAVIS & CO.
CHARTERED ACCOUNTANTS
No 1 BALFOUR PLACE
MAYFAIR
LONDON W1Y 5RHFor official use
General section

Post room



G

COMPANIES FORM No. 122

122**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**Please do not
write in
this margin

Pursuant to section 122 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

--	--	--	--

1977220

Name of company

* THE ULTIMATE SNACK FOOD COMPANY LIMITED

* Insert full name
of company

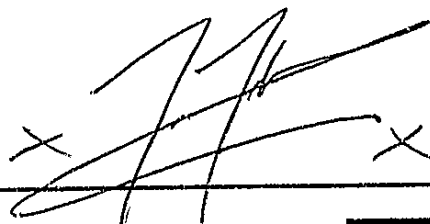
gives notice that:

THE EXISTING AUTHORISED SHARE CAPITAL OF 5000 ORDINARY SHARES OF
£1 EACH HAS BY ORDINARY RESOLUTION DATED 7TH NOVEMBER 1988 BEEN
CONVERTED INTO:-

- (1) 2325 "A" ORDINARY SHARES OF £1 EACH
- (2) 2325 "B" ORDINARY SHARES OF £1 EACH
- (3) 350 ORDINARY SHARES OF £1 EACH

† delete as
appropriate

Signed



[Director][Secretary]† Date 3 November 1988

Presenter's name address and
reference (if any):For official Use
General Section

Post room

25 NOV 1988
31 05

23
17722
A A 77
Draft (4); P&Co; Ref 032; 4.11.88; No. 0507d

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE ULTIMATE SNACK FOOD COMPANY LIMITED

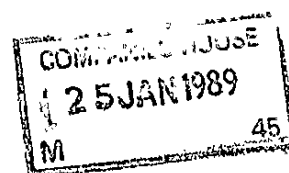
PRELIMINARY

1. The regulations contained 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 ("Table A") shall apply to the Company save insofar as they are varied or excluded by or inconsistent with these Articles.
2. Regulations 8, 10, 24, 50, 64, 72, 73 to 81 (inclusive) 89, 91 and 94 to 98 (inclusive) of Table A do not apply to the Company.

SHARE CAPITAL

3. (1) The authorised share capital of the Company at the date of adoption of these Articles is £5,000 divided into 350 ordinary shares of £1 each 2325 "A" ordinary shares of £1 each ("A" shares") and 2325 "B" ordinary shares of £1 each ("B" shares").
- (2) The "A" Shares and "B" Shares shall be separate classes of shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects.
- (3) Income

The "A" shares and the "B" shares shall confer upon the holders thereof, with effect from the accounting reference period commencing 1 May 1989, the right by way of dividend to 50% of the profits of the Company (distributed amongst them in equal proportions) as defined by section 263(3) of the Companies Act 1985, and as certified by the Company's auditors from time to time, acting as experts and not as arbitrators.



TRANSFER OF SHARES

4. (1) The Directors shall refuse to register any transfer of any share unless each of the members holding shares of the other class or classes consent in writing to such transfer.
- (2) No member shall transfer any beneficial interest in any share (whether by declaration of trust, assignment or otherwise) and any such proposed transfer shall be null and void unless each of the members holding shares of the other class consent in writing to such transfer.

LIEN

5. (1) The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.
- (2) In Regulation 9 of Table A the words "in such manner as the Directors determine" shall be omitted.
- (3) Regulation 10 of Table A shall be omitted and the following substituted therefor:-
- "To give effect to such sale the Directors shall authorise some person to transfer the shares sold and all the provisions of Article 4 hereof shall apply to such transfer as if the person so authorised was the registered holder of such shares save that the person so authorised shall not be obliged to deliver up the certificates for the shares sold and shall not be entitled to any part of the purchase moneys".

PROCEEDINGS AT GENERAL MEETINGS

6. (1) In Regulation 44 of Table A the words "of the class of shares the holders of which appointed him as director" shall be substituted for the words "any class of shares in the Company".
- (2) Any Chairman shall not have a second or casting vote.
- (3) The following sentence shall be added at the end of Regulation 59 of Table A:
- "A proxy need not be a member of the Company."

DIRECTORS

7. (1) When and until otherwise determined by the Company in General Meeting the Directors shall be not more than seven in number, of whom not more than three ("A" Directors) shall be appointed by the holders of majority in nominal value of the "A" Shares and not more than three shall be appointed by the holders of the "B" Shares ("B Directors").
- (2) The majority in nominal value of the holders of "A" Shares may at any time and from time to time by a memorandum signed by the majority in nominal value of the holders of the issued "A" Shares (and subject always to Article 7(1) hereof) appoint any person to be a Director and may in like manner remove any Director appointed by the majority in nominal value of the holders of the "A" Shares and appoint another in his place and may similarly fill any other vacancy in the Directors to be appointed by the holders of the "A" Shares. Any such appointment or dismissal shall take effect at and from the time when the memorandum is lodged at the office or produced to a meeting of the Directors.
- (3) The rights conferred by Article 7(2) on the holders of the "A" Shares shall mutatis mutandis apply in respect of the holders of the "B" Shares in relation to the Director or Directors appointed by the majority of the holders of the "B" Shares.
- (4) The holders of the majority of the "A" and the majority of the "B" shares may appoint an independent director in the manner contemplated by Article 7(2). Any director so appointed shall cease to hold office if either of the majority of the "A" or the majority of the "B" shares shall lodge a memorandum to such effect at the office as contemplated by Article 7(2). Any such director shall not constitute either an "A" or a "B" director.
- (5) Every director appointed pursuant to this Article shall hold office until he is either removed in manner provided by this Article or dies or vacates office pursuant to Article 10 and neither the Company in general meeting nor the directors shall have power to fill any such vacancy.
- (6) Any director appointed pursuant to this Article shall be at liberty from time to time to make such disclosure to his appointor(s) as to the business and affairs of the Company and its subsidiaries as he shall in his absolute discretion determine.
- (7) No director shall be appointed otherwise than as provided by these Articles.

DIRECTORS' INTERESTS

8. A Director who pursuant to Section 317 of the Act has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

9. If the Company becomes subject to the provisions of Section 293 of the Act, any person may be appointed or elected as a Director whatever may be his age and no Director shall vacate his office by reason only of his attaining or having attained the age of 70 or any other age.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated:-
- (a) if by notice in writing to the Company he resigns the office of Director;
 - (b) if he shall for more than 6 months have been absent without permission of the Directors from meeting of the Directors held during that period;
 - (c) if he becomes bankrupt or enters into any arrangement with his creditors generally;
 - (d) if he is prohibited from being a Director by an order made under any provision of the Act;
 - (e) if he becomes of unsound mind;
 - (f) if he is removed from office under Articles 7(2) or 7(3) or 7(4).

PROCEEDINGS OF DIRECTORS

11. (1) Two Directors (of whom one at least shall be an "A" Director and one at least a "B" Director) shall be a quorum.
- (2) Meetings of the Directors shall take place at such places and at such times as may be required by any of the "A" Directors or "B" Directors. Not less than 3 days notice of a meeting of the Directors shall be given by telex, facsimile transmission, or in writing by the secretary to each of the Directors unless such notice is waived by that Director. Regulation 88 of Table A shall be modified accordingly.

- (3) Notwithstanding anything contained in these Articles no resolution of the Directors or any committee of the Directors affecting any matter shall be effective unless at the meeting at which such matter is resolved unless at least one "A" Director, and one "B" Director shall have voted in favour of such resolution.
- (4) The Directors may from time to time appoint committees consisting of one or more Directors appointed by the holders of the "A" Shares and one or more Directors appointed by the holders of the "B" Shares and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors but may meet and adjourn as it thinks proper provided that the quorum for a meeting of any committee shall throughout the meeting be at least one "A" Director and at least one "B" Director. Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.
- (5) The Chairman of all meetings of the Directors and committees of Directors shall be a Director but shall not have a second or casting vote in addition to his own in relation to any resolution in respect of any matter. Regulation 88 of Table A shall be modified accordingly.
- (5) 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 similar communications equipment whereby all persons participating in the meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

12. The third sentence of Regulation 88 of Table A shall be deemed deleted.

1977220

The Companies Act 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

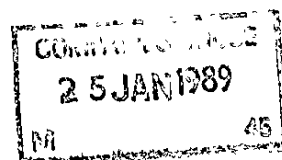
THE ULTIMATE SNACK FOOD COMPANY LIMITED

(DATED 3 NOVEMBER 1988)

The following resolution was agreed to and signed by all the members of the above named Company entitled to receive notice of and to attend and vote at general meetings of the above named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a special resolution at a general meeting of the above named Company:-

RESOLUTION

1. That the 4,650 ordinary shares of £1.00 each in the share capital of the Company, all of which have been issued, be redesignated as 2,325 "A" Ordinary Shares and 2,325 "B" Ordinary Shares of £1 each having the rights set out in the regulations referred to in paragraph 2 below.



2. THAT the regulations attached hereto as annexure "A" be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.



.....
Director

Dated 3 NOVEMBER 1988

G**COMPANIES FORM No. 122****Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**Please do not
write in
this margin

Pursuant to section 122 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

--	--	--	--

1977220

Name of company

* THE ULTIMATE SNACK FOOD COMPANY LIMITED

* Insert full name
of company

gives notice that:

On 30th January 1989 the Company resolved that the existing 350 ordinary Shares of £1 each be sub-divided into 3,500 Ordinary Shares of 10p each, the existing 2,325 "A" Ordinary Shares of £1 each be sub-divided into 23,250 "A" Ordinary Shares of 10p each and the existing 2,325 "B" Ordinary Shares be sub-divided into 23,250 "B" Ordinary Shares of 10p each.

† delete as
appropriate

Signed

[Director]/[Secretary]† Date

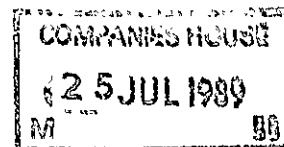
17th July 1989

Presenter's name address and
reference (if any):Biddle & Co
1 Gresham Street
London EC2V 7BU

Ref: J/63

For official Use
General Section

Post room



The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE ULTIMATE SNACK FOOD COMPANY LIMITED

PRELIMINARY

1. The regulations contained 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 ("Table A") shall apply to the Company save insofar as they are varied or excluded by or inconsistent with these Articles.
2. Regulations 8, 10, 24, 50, 64, 72, 73 to 81 (inclusive) 89, 91 and 94 to 98 (inclusive) of Table A do not apply to the Company.

SHARE CAPITAL

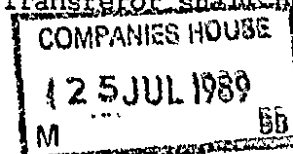
3. (1) The authorised share capital of the Company at the date of adoption of these Articles is £5,000 divided into 350 ordinary shares of £1 each 2325 "A" ordinary shares of £1 each ("A" shares") and 2325 "B" ordinary shares of £1 each ("B" shares").

- (2) The "A" Shares and "B" Shares shall be separate classes of shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects.

(3) Income

The "A" shares and the "B" shares shall confer upon the holders thereof, with effect from the accounting reference period commencing 1 May 1989, the right by way of dividend to 50% of the profits of the Company (distributed amongst them in equal proportions) as defined by section 263(3) of the Companies Act 1985, and as certified by the Company's auditors from time to time, acting as experts and not as arbitrators.

- (4) (i) If the beneficial owner ("the Transferor") of an ordinary share who is also a director or employee of the Company or any company of which the Company has control (within the meaning of Section 840 Income and Corporation Taxes Act 1986) shall leave the employment of such company at any time and for whatever reason, such Transferor shall be



deemed on leaving such employment to have given the Directors written notice of his intention to transfer all ordinary shares registered in his name ("the Sale Shares") at their Fair Value (as hereinafter defined) and such notice shall not be revocable. The Fair Value of the Sale Shares shall be the price agreed between the Transferor and the Directors or failing agreement the Fair Value shall be valued by reference to the value of the Company on a going concern basis at the date of service of the deemed Transfer Notice (disregarding the fact that the Sale Shares may represent a minority interest) as certified in writing by the Company's auditors for the time being acting as experts and not as arbitrators and whose decision shall be treated as final and binding.

- (ii) The Directors shall within a period of 14 days after determination of the fair value notify in writing all persons holding ordinary shares in the Company of the number of Sale Shares and the price and shall offer for sale the Sale Shares to such persons and in the event of competition between such holders of ordinary shares such shares shall be transferred pro rata according to the number of ordinary shares held by them.
- (iii) In the event of default by the Transferor in the execution of any share transfer pursuant to the provisions hereof the Directors may appoint any person to execute such share transfer on behalf of the Transferor.
- (iv) If the holder of any options granted pursuant to The Ultimate Snack Food Company Limited 1988 Executive Share Option Scheme ("the Scheme") shall leave the employment of the Company or any company of which the Company has control (within the meaning of Section 840 Income and Corporation Taxes Act 1988) such holder shall, in so far as he acquires shares in the Company ("the Option Shares") pursuant to the exercise of any such options after leaving such employment, be deemed on acquiring the Option Shares to have given the Directors written notice of his intention to transfer all the Option Shares at their Fair Value on the date of such acquisition and such notice shall not be revocable. The provisions of this sub-clause shall apply accordingly.

TRANSFER OF SHARES

- 4. (1) The Directors shall refuse to register any transfer of any share unless each of the members holding shares of the other class or classes consent in writing to such transfer.
- (2) No member shall transfer any beneficial interest in any share (whether by declaration of trust, assignment or otherwise) and any such proposed transfer shall be null and void unless each of the members holding shares of the other class consent in writing to such transfer.

LIEN

- 5. (1) The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company

for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

- (2) In Regulation 9 of Table A the words "in such manner as the Directors determine" shall be omitted.
- (3) Regulation 10 of Table A shall be omitted and the following substituted therefor:-

"To give effect to such sale the Directors shall authorise some person to transfer the shares sold and all the provisions of Article 4 hereof shall apply to such transfer as if the person so authorised was the registered holder of such shares save that the person so authorised shall not be obliged to deliver up the certificates for the shares sold and shall not be entitled to any part of the purchase moneys".

PROCEEDINGS AT GENERAL MEETINGS

6. (1) In Regulation 44 of Table A the words "of the class of shares the holders of which appointed him as director" shall be substituted for the words "any class of shares in the Company".
- (2) Any Chairman shall not have a second or casting vote.
- (3) The following sentence shall be added at the end of Regulation 59 of Table A:

"A proxy need not be a member of the Company."

DIRECTORS

7. (1) When and until otherwise determined by the Company in General Meeting the Directors shall be not more than seven in number, of whom not more than three ("A" Directors) shall be appointed by the holders of majority in nominal value of the "A" Shares and not more than three shall be appointed by the holders of the "B" Shares ("B Directors").
- (2) The majority in nominal value of the holders of "A" Shares may at any time and from time to time by a memorandum signed by the majority in nominal value of the holders of the issued "A" Shares (and subject always to Article 7(1) hereof) appoint any person to be a Director and may in like manner remove any Director appointed by the majority in nominal value of the holders of the "A" Shares and appoint another in his place and may similarly fill any other vacancy in the Directors to be appointed by the holders of the "A" Shares. Any such appointment or dismissal shall take effect at and from the time when the memorandum is lodged at the office or produced to a meeting of the Directors.

- (3) The rights conferred by Article 7(2) on the holders of the "A" Shares shall mutatis mutandis apply in respect of the holders of the "B" Shares in relation to the Director or Directors appointed by the majority of the holders of the "B" Shares.
- (4) The holders of the majority of the "A" and the majority of the "B" shares may appoint an independent director in the manner contemplated by Article 7(2). Any director so appointed shall cease to hold office if either of the majority of the "A" or the majority of the "B" shares shall lodge a memorandum to such effect at the office as contemplated by Article 7(2). Any such director shall not constitute either an "A" or a "B" director.
- (5) Every director appointed pursuant to this Article shall hold office until he is either removed in manner provided by this Article or dies or vacates office pursuant to Article 10 and neither the Company in general meeting nor the directors shall have power to fill any such vacancy.
- (6) Any director appointed pursuant to this Article shall be at liberty from time to time to make such disclosure to his appointor(s) as to the business and affairs of the Company and its subsidiaries as he shall in his absolute discretion determine.
- (7) No director shall be appointed otherwise than as provided by these Articles.

DIRECTORS' INTERESTS

8. A Director who pursuant to Section 317 of the Act has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RESIREMENT OF DIRECTORS

9. If the Company becomes subject to the provisions of Section 293 of the Act, any person may be appointed or elected as a Director whatever may be his age and no Director shall vacate his office by reason only of his attaining or having attained the age of 70 or any other age.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated:-
 - (a) if by notice in writing to the Company he resigns the office of Director;
 - (b) if he shall for more than 6 months have been absent without permission of the Directors from meeting of the Directors held during that period;

- (c) if he becomes bankrupt or enters into any arrangement with his creditors generally;
- (d) if he is prohibited from being a Director by an order made under any provision of the Act;
- (e) if he becomes of unsound mind;
- (f) if he is removed from office under Articles 7(2) or 7(3) or 7(4).

PROCEEDINGS OF DIRECTORS

11. (1) Two Directors (of whom one at least shall be an "A" Director and one at least a "B" Director) shall be a quorum.
- (2) Meetings of the Directors shall take place at such places and at such times as may be required by any of the "A" Directors or "B" Directors. Not less than 3 days notice of a meeting of the Directors shall be given by telex, facsimile transmission, or in writing by the secretary to each of the Directors unless such notice is waived by that Director. Regulation 88 of Table A shall be modified accordingly.
- (3) Notwithstanding anything contained in these Articles no resolution of the Directors or any committee of the Directors affecting any matter shall be effective unless at the meeting at which such matter is resolved unless at least one "A" Director, and one "B" Director shall have voted in favour of such resolution.
- (4) The Directors may from time to time appoint committees consisting of one or more Directors appointed by the holders of the "A" Shares and one or more Directors appointed by the holders of the "B" Shares and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors but may meet and adjourn as it thinks proper provided that the quorum for a meeting of any committee shall throughout the meeting be at least one "A" Director and at least one "B" Director. Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.
- (5) The Chairman of all meetings of the Directors and committees of Directors shall be a Director but shall not have a second or casting vote in addition to his own in relation to any resolution in respect of any matter. Regulation 88 of Table A shall be modified accordingly.
- (6) 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 similar communications equipment whereby all persons participating in the meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

12. The third sentence of Regulation 88 of Table A shall be deemed deleted.

No. 1977220

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

THE ULTIMATE SNACK FOOD COMPANY LIMITED

(DATED 17 JULY 1989)

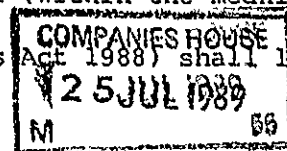
The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purposes unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

RESOLUTION:

THAT:-

1. The Articles of Association of the Company be altered by adding to Clause 3 as a new sub-clause (4) (in substitution for the existing sub-clause (4)):

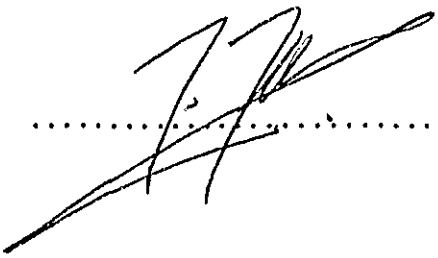
"(i) If the beneficial owner ("the Transferor") of an ordinary share who is also a director or employee of the Company or any company of which the Company has control (within the meaning of Section 840 Income and Corporation Taxes Act 1988) shall leave



the employment of such company at any time and for whatever reason, such Transferor shall be deemed on leaving such employment to have given the Directors written notice of his intention to transfer all ordinary shares registered in his name ("the Sale Shares") at their Fair Value (as hereinafter defined) and such notice shall not be revocable. The Fair Value of the Sale Shares shall be the price agreed between the Transferor and the Directors or failing agreement the Fair Value shall be valued by reference to the value of the Company on a going concern basis at the date of service of the deemed Transfer Notice (disregarding the fact that the Sale Shares may represent a minority interest) as certified in writing by the Company's auditors for the time being acting as experts and not as arbitrators and whose decision shall be treated as final and binding.

- (ii) The Directors shall within a period of 14 days after determination of the fair value notify in writing all persons holding ordinary shares in the Company of the number of Sale Shares and the price and shall offer for sale the Sale Shares to such persons and in the event of competition between such holders of ordinary shares such shares shall be transferred pro rata according to the number of ordinary shares held by them.
- (iii) In the event of default by the Transferor in the execution of any share transfer pursuant to the provisions hereof the Directors may appoint any person to execute such share transfer on behalf of the Transferor.
- (iv) If the holder of any options granted pursuant to The Ultimate Snack Food Company Limited 1988 Executive Share Option Scheme

("the Scheme") shall leave the employment of the Company or any company of which the Company has control (within the meaning of Section 840 Income and Corporation Taxes Act 1988) such holder shall, in so far as he acquires shares in the Company ("the Option Shares") pursuant to the exercise of any such options after leaving such employment, be deemed on acquiring the Option Shares to have given the Directors written notice of his intention to transfer all the Option Shares at their Fair Value on the date of such acquisition and such notice shall not be revocable. The provisions of this sub-clause shall apply accordingly."


..... (Director)

T.H. FAULKNER
.....

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 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1	9	7	7	2	2	0
---	---	---	---	---	---	---

Name of company

* THE ULTIMATE SNACK FOOD COMPANY LIMITED

* Insert full name of company

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

Day Month

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

Note
Please read notes 1 to 4 overleaf before completing this form

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	9	1
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be ^{SHORTENED} 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 DARWENT VALLEY SALES LTD

company number 209 8135

the accounting reference date of which is 31.03.

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed

Designation†

DIRECTOR

Date

28th SEPT '90

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

TABOR SECRETARIES LIMITED
No 2 CHAPEL COURT
LONDON SE1 1HR

For official Use
General Section

Post room

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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 1995

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1977220

Name of company

* THE ULTIMATE SNACK FOOD COMPANY LIMITED

* Insert full name of company

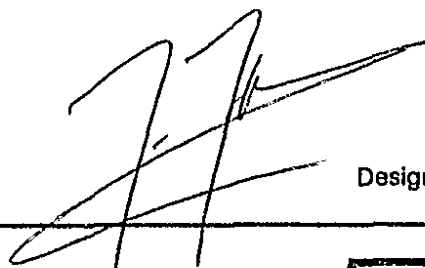
† delete as appropriate

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

Nº 2 CHAPEL COURT	
LONDON	
Postcode	SE1

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed



Designation: DIRECTOR

Date 31st JULY 1990

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

TABOR SECRETARIES
LIMITED
2 CHAPEL COURT
LONDON SE1

For official Use

General Section

Post room

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CHARTERED ACCOUNTANTS

JOHN C. DAYS

No 2 CHAPEL COURT
 LONDON SE1 1HR
 TEL No. 071-357 6008
 FAX No. 071-357 6159

Our ref: U100/S/RJP/ASD

10 DEC 1990
Your ref. [illegible]
177

17th December 1990

The Directors
The Ultimate Snack Food Company Limited
1 Bethwin Road
Camberwell
LONDON SE5

Gentlemen,

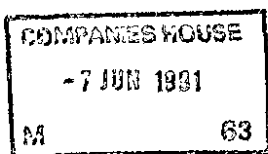
We hereby resign our office as auditors and advise you that there are no circumstances connected with our resignation which we consider ought to be brought to the notice of the members or creditors of the company.

Yours truly,

CHAPMAN DAVIS & CO.

COMPANES HOUSE
5 JAN 1971

No. 197722G



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

THE ULTIMATE SNACK FOOD COMPANY LIMITED

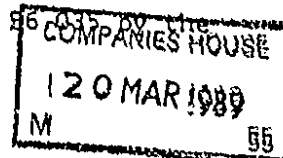
(DATED 30th January 1989)

The following resolutions were agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If they had not been so agreed to, they would not have been effective for their purposes unless they had been passed as ORDINARY RESOLUTIONS at a general meeting of the above-named Company:-

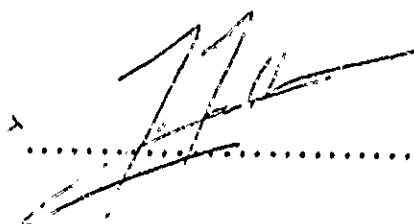
RESOLUTIONS

THAT:-

1. the existing 350 Ordinary Shares of £1 be sub-divided into 3,500 Ordinary Shares of 10p each, the existing 2,325 "A" Ordinary Shares of £1 be sub-divided into 23,250 "A" Ordinary Shares of 10p each and the existing 2,325 "B" Ordinary Shares be sub-divided into 23,250 "B" Ordinary Shares of 10p each.
2. the authorised share capital be increased from £5,000 to



creation of 10,350 Ordinary Shares of 10p each ranking pari passu in all respects with the existing Ordinary Shares of 10p each in the Company and having the rights and being subject to the restrictions contained in the Articles of Association.


..... (Director)

T. U. FRANKEN
.....

G

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 black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

1977220

Name of company

THE ULTIMATE SNACK FOOD COMPANY

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30th January 1989 the nominal capital of the company has been
increased by £ 1035 beyond the registered capital of £ 5000.

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 of the resolution, including the rights, dividend rights, winding up rights, etc. subject to which the new
shares have been or are to be issued are as follows~~

Please tick here if
continued overleaf

☐

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation: Director

Date: 8/3/89

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

Biddle & Co
1 Gresham Street
London EC2V 7BU

Ref: J/63

Tel: 606 9301

For official Use
General Section

Post room

COMPANIES HOUSE

- 7 JUN 1991

COMPANIES HOUSE

20 MAR 1989

55

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

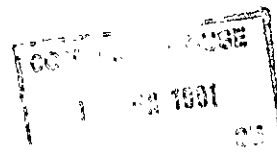
THE ULTIMATE SNACK FOOD COMPANY LIMITED

PRELIMINARY

1. The regulations contained 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 ("Table A") shall apply to the Company save insofar as they are varied or excluded by or inconsistent with these Articles.
2. Regulations 8, 10, 24, 50, 64, 72, 73 to 81 (inclusive), 89, 91 and 94 to 98 (inclusive) of Table A do not apply to the Company.

SHARE CAPITAL

3.
 - *(1) The authorised share capital of the Company at the date of adoption of these Articles is £6,035 divided into 13,850 ordinary shares of 10 pence each 23,250 "A" ordinary shares of 10 pence each ("A" shares") and 23,250 "B" ordinary shares of 10 pence each ("B" shares").
 - (2) The "A" Shares and "B" Shares shall be separate classes of shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects.
 - (3) Income
The "A" shares and "B" shares shall confer upon the holders thereof, with effect from the accounting reference period commencing 1 May 1989, the right by way of dividend to 50% of the profits of the Company (distributed amongst them in equal proportions) as defined by Section 263(3) of the Companies Act 1985, and as certified by the Company's auditors from time to time, acting as experts and not as arbitrators.
 - (4)
 - (i) If the beneficial owner ("the Transferor") of an ordinary share who is also a director or employee of the Company or any company of which the Company has control (within the meaning of Section 840 Income and Corporation Taxes Act 1988) shall leave the employment of such company at any time and for whatever reason such Transferor shall be deemed on leaving such employment to have given the Directors written notice of his intention to transfer all



ordinary shares registered in his name ("the Sale Shares") at their Fair Value (as hereinafter defined) and such notice shall not be revocable. The Fair Value of the Sale Shares shall be the price agreed between the Transferor and the Directors or failing agreement the Fair Value shall be valued by reference to the value of the Company on a going concern basis at the date of service of the deemed Transfer Notice (disregarding the fact that the Sale Shares may represent a minority interest) as certified in writing by the Company's auditors for the time being acting as experts and not as arbitrators and whose decision shall be treated as final and binding.

- (ii) The Directors shall within a period of 14 days after determination of the fair value notify in writing all persons holding ordinary shares in the Company of the number of Sale Shares and the price and shall offer for sale the Sale Shares to such persons and in the event of competition between such holders of ordinary shares such shares shall be transferred pro rata according to the number of ordinary shares held by them.
- (iii) In the event of default by the Transferor in the execution of any share transfer pursuant to the provisions hereof the Directors may appoint any person to execute such share transfer on behalf of the Transferor.
- (iv) If the holder of any options granted pursuant to The Ultimate Snack Food Company Limited 1988 Executive Share Option Scheme ("the Scheme") shall leave the employment of the Company or any company of which the Company has control (within the meaning of Section 840 Income and Corporation Taxes Act 1988) such holder shall in so far as he acquires shares in the Company ("the Option Shares") pursuant to the exercise of any such options after leaving such employment, be deemed on acquiring the Option Shares to have given the Directors written notice of his intention to transfer all the Option Shares at their Fair Value on the date of such acquisition and such notice shall not be revocable. The provisions of this sub-clause shall apply accordingly.

TRANSFER OF SHARES

- 4. (1) The Directors shall refuse to register any transfers of any share unless each of the members holding shares of the other class or classes consent in writing to such transfer.
- (2) No member shall transfer any beneficial interest in any share (whether by declaration of trust, assignment or otherwise) and any such proposed transfer shall be null and void unless each of the members holding shares of the other class consents in writing to such transfer.

LIEN

5. (1) The Company shall give first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.
- (2) In Regulation 9 of Table A the words "in such manner as the Directors determine" shall be omitted.
- (3) Regulation 10 of Table A shall be omitted and the following substituted therefor :-

"To give effect to such sale the Directors shall authorise some person to transfer the shares sold and all the provisions of Article 4 hereof shall apply to such transfer as if the person so authorised was the registered holder of such shares save that the person so authorised shall not be obliged to deliver up the certificates for the shares sold and shall not be entitled to any part of the purchase moneys".

PROCEEDINGS AT GENERAL MEETINGS

6. (1) In Regulation 44 of Table A the words "of the class of shares the holders of which appointed him as a director" shall be substituted for the words "any class of shares in the Company".
- (2) Any Chairman shall not have a second or casting vote.
- (3) The following sentence shall be added at the end of Regulation 59 of Table A:
- "A proxy need not be a member of the Company".

DIRECTORS

7. (1) When and until otherwise determined by the Company in General Meeting the Directors shall be not more than seven in number, of whom not more than three ("A" Directors) shall be appointed by the holders of majority in nominal value of the "A" Shares and not more than three shall be appointed by the holders of the "B" Shares ("B Directors").
- (2) The majority in nominal value of the holders of "A" Shares may at any time and from time to time by a memorandum signed by the majority in nominal value of the holders of the issued "A" Shares (and subject always to Article 7(1) hereof) appoint any person to be a Director and may in like manner remove any Director appointed by the majority in nominal value of the holders of the "A" Shares and appoint another in his place and may similarly fill any other vacancy in the Directors to be appointed by the holders of the "A" Shares. Any such

appointment or dismissal shall take effect at and from the time when the memorandum is lodged at the office or produced to a meeting of the Directors.

- (3) The rights conferred by Article 7(2) on the holders of the "A" Shares shall *mutatis mutandis* apply in respect of the holders of the "B" Shares in relation to the Director or Directors appointed by the majority of the holders of the "B" Shares.
- (4) The holders of the majority of the "A" and the majority of the "B" shares may appoint an independent director in the manner contemplated by Article 7(2). Any director so appointed shall cease to hold office if either of the majority of the "A" or the majority of the "B" shares shall lodge a memorandum to such effect at the office as contemplated by Article 7(2). Any such director shall not constitute either an "A" or "B" director.
- (5) Every director appointed pursuant to this Article shall hold office until he is either removed in manner provided by this Article or dies or vacates office pursuant to Article 10 and neither the Company in general meeting nor the directors shall have power to fill any such vacancy.
- (6) Any director appointed pursuant to this Article shall be at liberty from time to time to make such disclosure to his appointor(s) as to the business and affairs of the Company and its subsidiaries as he shall in his absolute discretion determine.
- (7) No director shall be appointed otherwise than as provided by these Articles.

DIRECTORS' INTERESTS

8. A Director who pursuant to Section 317 of the Act has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken in to account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

9. If the Company becomes a subject to the provisions of Section 293 of the Act, any person may be appointed or elected as a Director whatever may be his age and no Director shall vacate his office by reason only of his attaining or having attained the age of 70 or any other age.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated :-
 - (a) if by notice in writing to the Company he resigns the office of the Director;
 - (b) if he shall for more than 6 months have been absent without permission of the Directors from meeting of the Directors held

during that period;

- (c) if he becomes bankrupt or enters into any arrangement with his creditors generally;
- (d) if he is prohibited from being a Director by an order made under any provision of the Act;
- (e) if he becomes of unsound mind;
- (f) if he is removed from office under Articles 7(2) or 7(3) or 7(4).

PROCEEDINGS OF DIRECTORS

11. (1) Two Directors (of whom one at least shall be an "A" Director and one at least a "B" Director) shall be a quorum.
- (2) Meetings of the Directors shall take place at such places and at such times as may be required by any of the "A" Directors or "B" Directors. Not less than 3 days notice of a meeting of the Directors shall be given by telex, facsimile transmission, or in writing by the secretary to each of the Directors unless such notice is waived by that Director. Regulation 88 of Table A shall be modified accordingly.
- (3) Notwithstanding anything contained in these Articles no resolution of the Directors or any committee of the Directors affecting any matter shall be effective unless at the meeting at which such matter is resolved unless at least one "A" Director, and one "B" Director shall have voted in favour of such resolution.
- (4) The Directors may from time to time appoint committees consisting of one or more Directors appointed by the holders of the "A" Shares and one or more directors appointed by the holders of the "B" Shares and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors but may meet and adjourn as it thinks proper provided that the quorum for a meeting of any committee shall throughout the meeting be at least one "A" Director and at least one "B" Director. Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.
- (5) The Chairman of all meetings of the Directors and committees of Directors shall be a Director but shall not have a second or casting vote in addition to his own in relation to any resolution in respect of any matter. Regulation 88 of Table A shall be modified accordingly.
- (6) Any Director or a member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting in

this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

12. The third sentence of Regulation 88 of Table A shall be deemed deleted.

- * The share capital of the Company was increased from £1,000 divided into 1,000 shares of £1 each to £5,000 (divided into 5,000 shares of £1 each) by ordinary resolution passed on 26th March 1986.

The share capital was converted into 2,325 "A" ordinary shares of £1 each, 2,325 "B" ordinary shares of £1 each and 350 ordinary shares of £1 each by ordinary resolution passed on 3rd November 1988.

By ordinary resolution passed on 30th January 1989 the 350 ordinary shares of £1 each were subdivided into 3,500 ordinary shares of 10 pence each, the 2,325 "A" ordinary shares of £1 each were subdivided into 23,250 "A" ordinary shares of 10 pence each and the 2,325 "B" ordinary shares of £1 each were subdivided into 23,250 "B" ordinary shares of 10 pence each.

By ordinary resolution passed on 30th January 1989 the share capital was increased to £6,035 by the creation of 10,350 ordinary shares of 10 pence each ranking pari passu in all respects with the existing ordinary shares of 10 pence each.

G

COMPANIES FORM No. 225(1)

225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

* Insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1977220

Name of company

* THE ULTIMATE SNACK FOOD COMPANY LIMITED

2. 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

Day Month

3 1 1 2

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 1 2 1 9 9 3

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

6. Signed

[Signature]

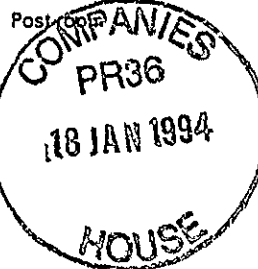
Designation: DIRECTOR

Date 7/1/94

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

United Biscuits (Holdings) plc
Church Road
West Drayton
Middlesex UB7 7PR
0895 432100

For official use
D.E.B.



1977220

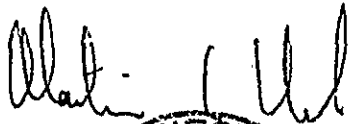
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION OF THE ULTIMATE SNACK FOOD COMPANY LIMITED
(PASSED 7.1.94)

At the Annual General Meeting of the Company held at Group Head Quarters, Church Road, West Drayton on January 7 1994 the resolutions set out below were passed as **ELECTIVE RESOLUTIONS** :

That, pursuant to section 252 Companies Act 1985, the Company dispense with the obligation to lay the annual accounts before the members of the Company in General Meeting unless otherwise requested to do so by a member or future auditors of the Company.

That, pursuant to Section 386A of the Companies Act 1985, the Company dispense with the obligation to annually re-appoint the auditors of the Company.

That, pursuant to Section 366A of the Companies Act 1985, the Company dispense with the obligation to hold an Annual General Meeting unless otherwise required by a member.



Chairman

