

THE COMPANIES ACTS 1985-1989
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS OF
DOVES FARM FLOUR LIMITED
(name to be changed to DOVES FARM FOODS LIMITED)
COMPANY NUMBER 2301391

At an Extraordinary General Meeting of the Company convened and held on 14th June 1990 the following were passed as Special Resolutions:-

1. That the rules and resolutions set out in the document annexed hereto and initialled by the Chairman by way of identification be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles in their entirety.

2. That the name of the Company be changed to:-

DOVES FARM FOODS LIMITED



3(a) The 1000 shares of £1 each in the capital of the Company be subdivided into 500 "A" Shares of £1 each and 500 "B" Shares of £1 each having the rights set out in the new Articles of Association of the Company adopted pursuant to Resolution 1 above and

(b) that the existing shareholdings in the Company be redesignated as follows:

NAME	NO OF SHARES
MJ Marriage	1 "A" Share of £1
C Marriage	1 "B" Share of £1

M. Marriage
Secretary and Director

0922K/3/SMC/14.06.90

16/40/000339



2301391

COMPANIES ACTS 1985-1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

*Assent
12 resolution*

(adopted by Special Resolution passed
on 14 June 1990)

of

DOVES FARM FLOUR LIMITED
(name to be changed to Doves Farm Foods Limited)

PRELIMINARY

1. (A) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.

(B) Regulations 3, 8, 35, 39, 50, 64, 65 to 69 inclusive and 73 to 80 inclusive, of Table A shall not apply to the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

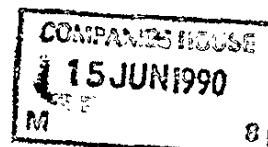
SHARE CAPITAL

3. The share capital of the Company is £1,000 divided into 500 "A" Shares of £1 each and 500 "B" Shares of £1 each. The said shares shall carry the respective voting rights and rights to appoint and remove Directors hereinafter provided, but in all other respects shall be identical and rank pari passu.

ISSUE OF SHARES

4. The authorised share capital of the Company shall consist only of "A" Shares of £1 each and "B" Shares of £1 each in equal proportion and unissued shares in the capital for the time being shall be issued only so that the issued share capital of the Company shall always consist of "A" Shares and "B" Shares in equal proportion.

5. No shares of either class shall be issued otherwise than to members holding shares of the same class, except with the prior written consent of all the members.
No. 0940K 21.5.90 PAS



LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

7. The following sentence shall be added to the end of regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

8. (A) Subject to the provisions of Regulation 24 of Table A, any share may at any time be transferred:-

- (i) to a member holding shares of the same class; or
- (ii) to any person with the consent in writing of all other members of the Company.

(B) Except in the case of a transfer expressly authorised by the preceding sub-clause, no transfer of a share shall be registered without the sanction of an effective resolution of the Directors and if such sanction be not given or refused within eight weeks after the transfer is lodged for registration the sanction shall be deemed to have been refused at the expiration of such period and the transferee shall be notified accordingly.

FORFEITURE OF SHARES

9. The following words shall be added after the words "shall pay" in Regulation 15 of Table A: "all expenses that may have been incurred by the Company by reason of such non-payment, and".

PROCEEDINGS AT GENERAL MEETINGS

10. (A) Two members present in person or by proxy, of whom one shall hold or represent a holder of an "A" Share and one shall hold or represent a holder of a "B" Share,

shall be a quorum at a General Meeting. Regulation 40 of Table A shall be modified accordingly.

(B) If at any adjourned meeting such a quorum is not present within ten minutes from the time appointed for the adjourned meeting, the meeting shall be dissolved except that if a meeting to consider a resolution or resolutions for the winding up of the Company and the appointment of a Liquidator be adjourned for want of a quorum, and if at such adjourned meeting such a quorum is not present within ten minutes from the time appointed for the adjourned meeting, any one or more members present in person or by proxy shall constitute a quorum for the purposes of considering and if thought fit passing such resolution or resolutions but no other business may be transacted.

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

12. The Chairman at any General Meeting shall not be entitled to a second or casting vote.

13. On a show of hands every member present in person shall have one vote. A proxy shall be entitled to vote on a show of hands. On a poll every member shall have one vote for each "A" Share of which he is the holder and one vote for each "B" Share of which he is the holder: Provided that (i) no shares of any one class shall confer any right to vote upon a resolution for the removal from office of a Director appointed by holders of shares of the other class, and (ii) if at any meeting a holder of any shares of any one class is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present. Regulation 54 of Table A shall not apply.

14. No member who has agreed to cast a vote in accordance with the directions of any other person, firm or company not registered as a member shall be entitled to be present or to vote on any question, either personally or by proxy, or to be reckoned in a quorum at any General Meeting without the consent in writing of the Directors and any Resolution passed at any such Meeting which would not have been passed but for the vote of a member cast in contravention of the provisions of this Article shall be null and void and of no effect. Regulation 58 of Table A shall not apply to any vote cast in contravention of the provisions of this Article.

DIRECTORS

15. The Directors shall be of such even number as the Company may from time to time by Ordinary Resolution determine and shall consist of at least one person who shall be designated as an "A" Director (and shall be deemed to have been appointed under the next following Article by the holders of the "A" Shares) and one person who shall be designated as a "B" Director (and shall be deemed to have been appointed under the next following Article by the holders of the "B" Shares).

16. (A) The holders of a majority of either class of shares may from time to time appoint any person to be a Director, but so that not more than one-half of the maximum number of Directors for the time being authorised shall at any one time hold office by virtue of appointment by holders of shares of any one class. In these Articles the expressions "A" Director and "B" Director respectively designate Directors according to the class of shares holders of a majority of which have appointed or are deemed to have appointed them.

(B) A Director may at any time be removed from office by the holders of a majority of the relevant class of shares. Any appointment or removal of a Director shall be in writing signed by the holders of a majority of the issued "A" Shares or "B" Shares (as the case may be) and served on the Company. In the case of a corporation such document may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney.

17. In regulation 72 of Table A for the words "one or more directors" there shall be substituted the words "two or more directors (of whom one at least shall be appointed by the holders of "A" Shares and one of whom at least shall be appointed by the holders of "B" Shares) who 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".

18. (A) The Directors shall not be liable to retire by rotation.

(B) A Director shall not be required to hold any share qualification.

(C) No Director shall be appointed except as herein provided and Regulation 90 of Table A shall be read so as not to permit the appointment of Directors thereunder.

19. (A) The office of a Director shall not be vacated if he shall for more than six consecutive months have been

absent without permission of the Directors from meetings of the Directors held during that period and he has appointed an alternate Director who has not been similarly absent during such period and regulation 81 of Table A shall be modified accordingly.

(B) The office of Director shall, in addition to the circumstances mentioned in regulation 81 of Table A, be vacated if he is removed from office under Article 16 (B).

REMUNERATION OF DIRECTORS

20. The following words shall be added after the words "from day to day" in regulation 82 of Table A: "Such remuneration shall be divided among them in such proportions and in such manner as they shall agree, or in default of unanimous agreement equally. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors".

PROCEEDINGS OF THE DIRECTORS

21. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

22. The quorum for a meeting of the Directors shall throughout the meeting be at least one "A" Director and one "B" Director. Regulation 89 of Table A shall not apply.

23. A committee of the Directors must include at least one "A" Director and one "B" Director and the quorum for a meeting of any such committee shall throughout the meeting be at least one "A" Director and one "B" Director.

24. All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority including at least one "A" Director and at least one "B" Director. In the case of an equality of votes at meetings of Directors, the Chairman shall not have a second or casting vote. Regulation 88 of Table A shall be modified accordingly.

25. 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 can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

ALTERNATE DIRECTORS

26. (A) The holders of a majority of any one class of shares may at any time appoint any person to be the alternate Director of any Director of that class, and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in manner provided by Article 15 hereof. The same person may be appointed as alternate Director of more than one Director of the same class.

(B) The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director would cause him to vacate such office, and shall also determine ipso facto if the Director concerned (below called "his principal") shall cease for any reason to be a Director.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his principal is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director. For the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director of the relevant class. If his principal is for the time being absent from the United Kingdom or 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 principal. 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.

(D) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but shall not in respect of such appointment be entitled to receive any remuneration from the Company.

MISCELLANEOUS PROVISIONS RELATING TO OVERSEAS INTEREST

27. Table A shall be further modified as follows:-

- (A) In regulation 37 the words "within the United Kingdom" shall be deleted;
- (B) In regulation 88 the following sentence shall be deleted:-

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

- (C) In regulation 112 the final sentence shall be deleted. A notice may also be given to a member by telex or facsimile copy and where a notice is given in this way, service of the notice shall be deemed to have been effected at the time when the telex or copy is transmitted. Regulation 112 shall be modified accordingly;
- (D) In regulation 116 the words "within the United Kingdom" shall be deleted.