

COMPANIES FORM No. 12

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

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

To the Registrar of Companies

For official use

For official use

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2301391

Name of company

NEWBORN LIMITED

I, Rachel Futerman of Classic House, 174-180 Old Street, London EC1V 9BP

do solemnly and sincerely declare that I am a person named as 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

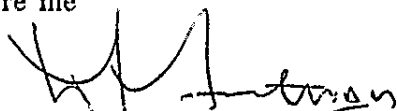
16 SEP 1988

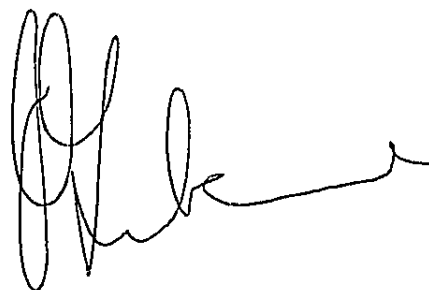
Declared at 239 Shaftesbury Avenue, London WC2H 8PJ

Declarant to sign below

Dated the _____

Before me


D J Futerman a commissioner for Oaths.



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

For official Use

New Companies Section

Post room

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Companies Form No. 10

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

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Name of company

STANLEY DAVIS COMPANY LTD

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

Classic House, 174-180 Old Street, London EC1V 9BP

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

X

STANLEY DAVIS COMPANY SERVICES LTD
CLASSIC HOUSE
174-180 OLD STREET
LONDON
EC1V 9BP

Number of continuation sheets attached


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

For official Use

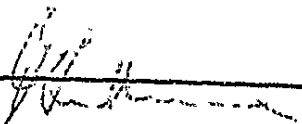
General Section

Post room

The names and particulars of the person who is to be the first director of the company are as follows:

Name STANLEY HAROLD DAVIS		Business occupation COMPANY DIRECTOR
Previous name(s) NONE		Nationality British
Address CLASSIC HOUSE 174-180 OLD STREET LONDON		Date of birth (where applicable) N/A
Postcode EC1V 9BP		
Other directorships STANLEY DAVIS COMPANY SERVICES LTD		
I consent to act as director of the company named on Page 1		
Signature 		Date 5 SEP 88

The name and particulars of the person who is to be the first secretary of the company are as follows:

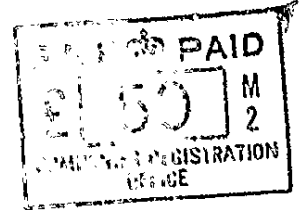
Name RACHEL FUTERMAN	
Previous name(s) NONE	
Address CLASSIC HOUSE 174-180 OLD STREET LONDON	
Postcode EC1V 9BP	
I consent to act as secretary of the company named on Page 1	
Signature 	Date 5 SEP 88

Signature of agent on behalf of subscribers 	Date 5 SEP 88
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The Companies Act 1985

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION



2301391

of

1. The Company's name is **THE NEW WORLD LIMITED**
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) (i) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
 - (ii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters; company promoters, underwriters, and dealers in stocks, shares, loans, annuities and other securities, mortgage brokers and insurance agents.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of

the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

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

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

Names, Addresses and Descriptions
of Subscribers

Number of Shares taken
by each Subscriber

STANLEY HAROLD DAVIS
Classic House
174-180 Old Street
London EC1V 9BP

Company Director

ONE



RACHEL FUTERMAN
Classic House
174-180 Old Street
London EC1V 9B

Company Director

ONE



DATED the 5th day of September 1988

WITNESS to the above Signatures:-

IRENE POTTER
Classic House
174-180 Old Street
London EC1V 9B

Barrister-at-Law



The Companies Act 1985

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and accordingly:-
 - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot,

grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

- (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special

Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

10. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof 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 shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of

the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.

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

13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share

until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

14. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

16. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

18. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

19. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

20. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

21. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names, Addresses and Descriptions
of Subscribers

STANLEY HAROLD DAVIS
Classic House
174-180 Old Street
London EC1V 9BP

Company Director



RACHEL FUTERMAN
Classic House
174-180 Old Street
London EC1V 9BP

Company Director



DATED the 5th day of September 1988

WITNESS to the above Signatures:-

IRENE POTTER
Classic House
174-180 Old Street
London EC1V 9BP

Barrister-at-Law



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2301391

I hereby certify that

RAPID 6963 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 30 SEPTEMBER 1988

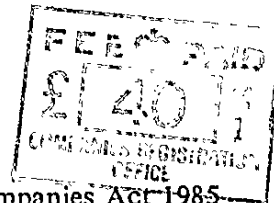
P. A. Rowley

MRS P.A. ROWLEY

an authorised officer

Company No:2301391

**Special
Resolution**



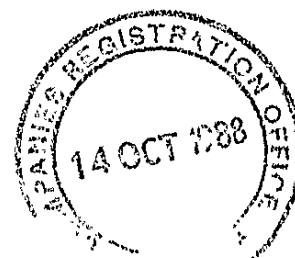
The Companies Act 1985—
Private Company Limited by Shares

of RAPID 6963 LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street,
London EC1V 9BP
on 6th October, 1988
the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:
DOVES FARM FLOUR LIMITED

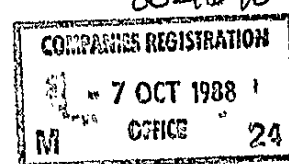


Signed

S H DAVIS - Chairman

P.L. £800
004690

P20



Stanley Davis Company Services Limited
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 01-250 3350 Telex 21957-Davis G Fax 01-608 0867
LDE Box No. 274

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2301391

I hereby certify that

RAPID 6963 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

DOVES FARM FLOUR LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 25 OCTOBER 1988

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

* Company No: 2301391

**Special
Resolution**

The Companies Act 1985
Private Company Limited by Shares

of RAPID 6963 LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 6th October, 1988
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

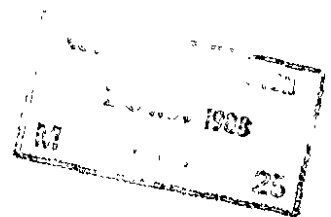
Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed



S.H. Davis - Chairman



Stanley Davis Company Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 01-260 3350 Telex 21957-Davis G Fax 01-608 0867
LDE Box No. 274

3. The Company's objects are:-

- (A) To carry on the wholesale and retail businesses as manufacturers, packers, distributors, importers and exporters of foods, cash and credit dealers, general grocers, and provision merchants, fruiterers, greengrocers, bakers, butchers, poulterers, fishmongers, meat salesmen, dealers in cooked, tinned and preserved meats, pastry cooks, licenced victuallers, wine, spirit and beer merchants, tobacconists, confectioners, dairy men and dealers in dairy and farm produce, potato merchants, dealers in seeds, fertilisers, and horticultural sundries and requisites, corn flour and cereal merchants and millers, dealers in animal feeding stuffs, aerated and mineral water manufacturers, restaurateurs, caterers, newsagents, booksellers, fancy goods dealers, dealers in hairdresser's accessories and sundries, perfumery, soaps, shampoos and toilet requisites and preparations, drugs, chemicals, and other commodities of personal and household use and consumption, oil and colourmen, dealers in firewood, coal, coke, anthracite and all manufactured and other solid and liquid fuels and builders' and decorators' materials, tools and appliances, ironmongers and hardware merchants, dealers in glass, china, cutlery and household and domestic appliances and requisites of every description; proprietors of Off-Licences, and mobile and other shops, stores, and kiosks for the supply of any of the goods dealt in by the Company, general domestic storekeepers, haulage and transport contractors, general carriers, garage proprietors and general merchants, agents, traders and dealers; to buy, sell, manufacture, repair, alter, rebuild, reconstruct, hire, let on hire, import, export, and generally deal in plant, machinery, apparatus and articles, things and effects of all kinds ancillary to or capable of being used for the purposes of the foregoing businesses or any of them likely to be required by customers of or persons having dealings with the Company.

* The name of the Company was changed from Rapid 6963 Limited on 25th October 1988.

OC2/SPL

G

COMPANIES FORM No. 224

224

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2301391

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

Name of company

* <u>DOVES FARM FLOUR LIMITED</u>

* 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 along-
side 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

Clare Marnett

[Director] [Secretary] † Date

5.12.88

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

For official Use
General Section

Post room

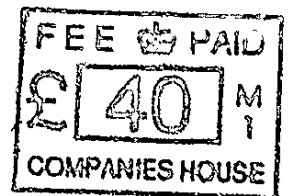
PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
SHUNSWICK PLACE
LONDON W1 8EE
TELEPHONE 01 253 3030
TELEX 261010



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

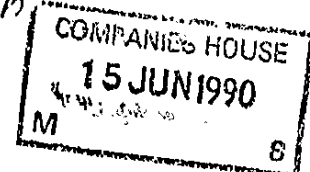
(b) that the existing shareholdings in the Company be redesignated as follows:

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

Grant Marriage
.....
Secretary and Director

0922K/3/SMC/14.06.90

LB/40/000339



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2301391

I hereby certify that

DOVES FARM FLOUR LIMITED

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

DOVES FARM FOODS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 25 JUNE 1990

M. Moss
MR. M. MOSS

an authorised officer

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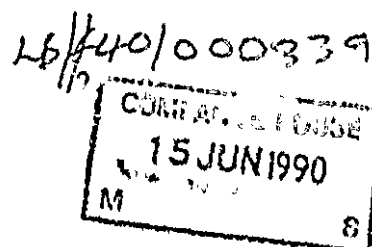
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(b) that the existing shareholdings in the Company be redesignated as follows:

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

Gran Marriage
.....
Secretary and Director

0922K/3/SMC/14.06.90



2301391

COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

*Amending
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

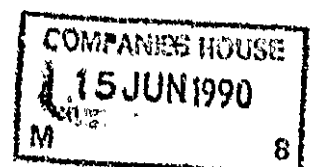
3. The share capital of the Company is £1,000 divided into 500 "A" Shares of £1 each and 500 "B" Shares of £1 each. The said shares shall carry the respective voting rights and rights to appoint and remove Directors hereinafter provided, but in all other respects shall be identical and rank pari passu.

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.

**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

To the Registrar of Companies

For official use

Company number

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

--	--	--

2301391

Name of company

DOVES FARM FOODS LIMITED

* Insert full name of company

Notice that the company's new accounting reference period 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	0	0	6
---	---	---	---

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

Day Month Year

3	0	0	6	1	9	9	1
---	---	---	---	---	---	---	---

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

† delete as appropriate

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

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

_____, company number _____

the accounting reference date of which is _____

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.

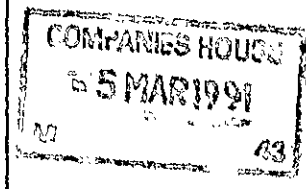
Signed M J Murray Designation DIRECTOR Date 27 Feb 91

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

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

For official Use
General Section

Post room



Company Number: 2301391

The Companies Act 1985
Company Limited by Shares

WRITTEN RESOLUTION

of DOVES FARM FOODS LIMITED

By a written resolution, pursuant to Section 381A, Companies Act 1985, signed by or on behalf of all the members of the Company entitled to attend and vote at general meetings and dated ²¹ 5 DECEMBER 1997 the following Elective Resolution was duly adopted:

RESOLUTION THAT, pursuant to Section 379A, Companies Act 1985, the Company hereby elects:

- (a) to dispense with the laying of accounts and reports before the company in general meetings in accordance with Section 252, Companies Act 1985;
- (b) to dispense with the holding of Annual General Meetings in accordance with Section 366A, Companies Act 1985;
- (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386, Companies Act 1985.

M. J. Marriage
M J Marriage

