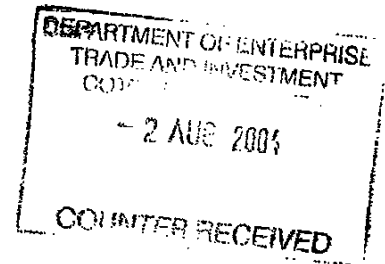




R 582




CERTIFICATE OF UPDATING

THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY OF THE MEMORANDUM
OF ASSOCIATION OF

A H FOODS LIMITED

AS AT THE: 9th July 2004

SIGNED:


Director/Secretary

THE COMPANIES ACTS, 1908 TO 1917

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

A H FOODS LIMITED

1. The name of the Company is A H FOODS LIMITED.
2. The Registered Office of the Company will be situated in Ireland.
3. The objects for which the Company is formed are as follows:-
 - a. To purchase, or otherwise acquire, as a going concern, the business of Baker, Grocer, and Flour Merchant, now carried on by Robert Wilson, in the County of the City of Belfast; and to acquire, amongst other things, the lands, buildings, premises, plant, machinery, gear, apparatus, fixtures, utensils, horses, property and assets of the said business, and to undertake all or any of the liabilities in connection therewith, and to carry on such business.
 - b. To carry on in Ireland or elsewhere the business of Flour and meal millers and merchants, millers, grocers, grain merchants, commission agents, bakers, fancy bread, pastry and biscuit manufacturers, cooks, restaurant proprietors and caterers; and the purchase and sale of these things, and of bread and food materials, including any business, or acts, or transactions incidental thereto, or which persons engaged in these branches of the trade, or any of them, are wont to carry on or do in connection with, or auxiliary to, any business of the kind, or such of said trades or business as the directors may decide.
 - c. To buy sell, manufacture, manipulate, prepare for market, import, export and deal in any capacity and either directly or through agents, factors or brokers, in flour, meal, wheat, maize, cereals and grain of all kinds and all kinds of manufactured goods in which any of the aforesaid commodities form a constituent part, and articles, commodities, and merchandise of all kinds which can be conveniently manufactured produced or dealt in by the Company.

- d. To purchase or otherwise acquire and undertake the whole or any part of the business, property, liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and the paying for same either in debentures or debenture stock, or shares of this Company, or otherwise, as may be determined.
- e. To enter into partnership, or into any agreement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, or securities of, or to subsidiaries or otherwise assist any such Company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with such shares or securities.
- f. To sell the property and undertaking of this Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company having objects altogether or in part similar to those of this Company.
- g. To promote any company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- h. Generally, to purchase, take on lease, or in fee-farm or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and in particular, any land, buildings, easements, licenses, patents, machinery, plant and stock-in-trade.
- i. To receive money on deposit, at interest or otherwise, and to invest and deal with the moneys of the Company not immediately required, upon such securities, and in such manner as may from time to time be determined.
- j.
 - (1) To lend money with or without security and to subsidise, assist, guarantee and secure by mortgage, charge or otherwise the payment of money by or the performance and discharge of any contract, engagement, obligation or liability of any company, firm, body or person.
 - (2) To guarantee, grant indemnities support or secure, whether by direct obligation or personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and

future) and uncalled capital of the Company or by indemnity or undertaking or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations commitments contracts or engagements and the repayment or payment of the principal amounts of, or the premiums interest and dividends on any securities and/or loans, advances debentures, debenture stock, bonds, mortgages, charges, monies, shares and any indebtedness of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings.

- k. To raise or borrow or secure the payment of money, in such manner and on such terms as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and charged or not charged upon all or any of the Company's property (both present and future), including the uncalled Capital.
- l. To sell, improve, manage, develop, lease, grant in fee-farm, mortgage, exchange, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- m. To purchase or otherwise acquire any invention, or share in any invention, and to purchase apply for, take out, or otherwise acquire any patents, brevets d'invention, licenses, concessions, trade marks, designs, and the like, whether exclusive or non-exclusive, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated either directly or indirectly to benefit this Company; and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property and rights and information so acquired; and for the purposes aforesaid, to make or employ, or assist other persons to make any experiments, researches, or investigations, either for the purpose of seeking to perfect or improve existing machinery, processes or appliances, or to discover and invest new ones.
- n. To purchase or otherwise acquire and hold shares, debentures, or debenture stock of any other company whether carrying on a business similar to this Company or not.
- o. To draw, accept, indorse, execute, and issue promissory notes, bills of exchange, debentures, bills of lading, and other negotiable or transferable instruments or securities.
- p. To construct, carry out, maintain, alter, improve, manage, work, control, and superintend any buildings, houses, ways, watercourses, hydraulic

works, electric works, and other works and conveniences which may seem, directly or indirectly, conducive to the Company's interests, or likely to develop its property or resources, and to contribute to, subsidise, or otherwise assist or take part in such operations.

- q. To enter into any arrangement with any authorities, supreme, municipal, local or otherwise, and to obtain from any such authority all rights, concessions, and privileges that may seem conducive to the Company's objects or any of them.
 - r. To establish and support, or to aid in the establishment and support of associations, institutions, or conveniences calculated to benefit persons employed by the Company, or having dealings with the Company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public general or useful object, and to subscribe to and become members of any company or association, having for its object the protection of employers against contentions or improper demands on the part of employees, or the regulation of prices of materials or commodities which the Company may be manufacturing or selling, and ensuring joint and united action in dealing with customers or others.
 - s. To distribute any of the Property of the Company amongst the members in specie.
 - t. To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either by or through trustees, agents, sub-contractors, or otherwise and either along or in conjunction with others, and to establish and regulate agencies in all parts of the world for the purposes of this Company.
 - u. To do all such other things as are incidental to or conducive to the attainment of the above objects, and so that the word "Company" in this clause shall be deemed to include any partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.
- 4. The Company may issue shares subject to such regulations as to preference and priority as it may determine.
 - 5. The liability of the Members is limited.
 - 6. The Share Capital of the Company is £1,178,250 divided into 1,178,250 "A" ordinary shares of £1.00 each.

*The Original Capital was £30,000 divided into 6,000 Shares of £5.00 each and the following alterations and additions have since been effected by the appropriate resolutions:-

19th March, 1919. The Capital of £30,000 divided into 6,000 Shares of £5.00 each was sub-divided into 30,000 shares of £1.00 each and the capital increased to £100,000 divided into 100,000 shares of £1.00 each by the creation of 70,000 shares of £1.00 each.

3rd April, 1939. 80,000 shares of £1.00 each in the capital of the Company were thenceforth to be known as Ordinary Shares and the remaining £20,000 shares were converted into 6% Cumulative Preference Shares of £1.00 each.

3rd April, 1939. The Capital was increased to £120,000 by the creation of 20,000 6% Cumulative Preference Shares of £1.00 each.

N.B. The 40,000 6% Cumulative Preference Shares of £1.00 each were re-designed 4.2% Cumulative Preference Shares consequent upon the provisions of The Finance Act 1972.

28th September, 1951. The Capital of the Company was increased to £290,000 by the creation of 170,000 additional Ordinary Shares of £1.00 each.

29th March, 1978. The Capital was increased to £436,750 by the creation of £146,750 new shares of £1.00 each to be denominated as 6.3% Cumulative Preference Shares. All rights conferred on these 6.3% Cumulative Preference Shares to be subject to the special rights conferred on the existing 40,000 4.2% Cumulative Preference Shares of £1.00 each.

6th March, 1980. The Capital was increased to £586,750 by the addition of 150,000 Ordinary Shares of £1.00 each.

19th May, 1980. The Capital was increased to £737,502 by the creation of (i) 400,000 "A" ordinary shares of 1p each to rank pari passu with the said 400,000 ordinary shares except that one ordinary share shall be equivalent to 100 "A" ordinary shares (ii) 146,752 6.3 per cent cumulative preference shares of £1 each to rank pari passu with the existing £146,750 6.3% cumulative preference shares of £1 each. The existing 400,000 ordinary shares were converted into 400,000 1% non cumulative preference shares of £1 each and the 293,502 6.3 cumulative preference shares were consolidated divided and converted into 53364 "B" ordinary shares of £5.50 each.

18th September 1981. The Capital was increased to £1,178,250 by the creation of 80,136 "B" ordinary shares of £5.50 each to rank pari passu in all respects with the existing "B" ordinary shares. The existing 400,000 1% Non Cumulative Preference Shares of £1 each and 400,000 "A" ordinary shares of £1 each were consolidated into 400,000 Deferred Shares of £1.01 each.

29th April 1993. The existing 133,500 "B" ordinary shares of £5.50 each, the existing 40,000 4.2% Cumulative Preference Shares of £1.00 each and the existing 400,000 Deferred Shares of £1.01 each were consolidated and sub-divided into 1,178,250 ordinary 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:-

Name, address and Descriptions of each Subscriber	Number of Shares taken by each Subscriber	Witness to the Signature of each Subscriber
ROBERT WILSON The Beeches, Hampton Park, City of Belfast, Manager	One	John Hanna, Solicitor, 100 Royal Avenue, Belfast
JAMES ELLIOTT WILSON The Beeches, Hampton Park, City of Belfast, Manager	One	Do.
SAMUEL ROBINSON WILSON The Beeches, Hampton Park, City of Belfast, Manager	One	Do.
WILLIAM WILSON The Beeches, Hampton Park, City of Belfast, Manager	One	Do.
MARGARET WILSON The Beeches, Hampton Park, City of Belfast, Manager	One	Do.
AGNES WILSON The Beeches, Hampton Park, City of Belfast, Manager	One	Do.

Total number of shares taken – Seven

Dated this 18th day of December, 1906