

WRITTEN RESOLUTIONS OF THE MEMBERS OF

PAULS FOODS LIMITED
("the Company")

PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

COMPANY NUMBER: SC013534

PRIVATE LIMITED COMPANY BY SHARES

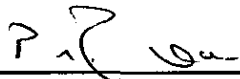
Attached to these resolutions is a written consent to act as Liquidator signed by Andrew D Conquest, and a certificate of appointment of a Liquidator signed by us.

WRITTEN RESOLUTIONS

I, the undersigned, representing the sole member of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

- a) **A Special Resolution** that the Company be wound up voluntarily.
- b) **An Ordinary Resolution** that Andrew D Conquest of Grant Thornton, Crown House, Crown Street, Ipswich, Suffolk, IP1 3HS be and is hereby appointed Liquidator of the Company.
- c) **An Ordinary Resolution** that the remuneration of the Liquidator and fees for Grant Thornton's tax advice, be fixed according to Grant Thornton's time costs.
- d) **An Extraordinary Resolution** that the Liquidator be and is hereby authorised to divide and distribute among the Members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the Members AND THAT the Liquidator be authorised to pay all creditors in full.
- e) **An Extraordinary Resolution** that the Liquidator be and is hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act.

Signed:


For and on behalf of Elementis Dormants Ltd

Date: 20 Dec 2000



