

OAK FARM FOODS LIMITED
(Company Number 2068005)

WRITTEN RESOLUTIONS

Pursuant to Section 381A, Companies Act 1985, we, the undersigned, being all the members of the Company who, at the date of this resolution, would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a Special Resolution (in accordance with Section 379A, Companies Act 1985) and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

- THAT Article 1 of the Company's Articles of Association be deleted and replace by:

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 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 64, 73, 74 and 75 of Table A shall not apply to the company; and in addition to the remaining clauses of Table A, as varied hereby; the following shall be the Articles of Association of the Company.

Pursuant to Section 381A, Companies Act 1985, we, the undersigned, being all the members 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 as Elective Resolutions (in accordance with Section 379A, Companies Act 1985) and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

- pursuant to Section 252 of the Act, THAT the Company elect to dispense with the requirement to lay accounts and reports before the Company in General Meeting.

- pursuant to Section 386 of the Act, THAT the Company elect to dispense with the obligation to appoint Auditors annually.

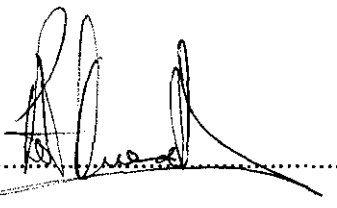
- pursuant to Section 366A of the Act, THAT the Company elect to dispense with the holding of annual general meetings.

For and on behalf of DAWN FRESH FOODS LIMITED:

Signature

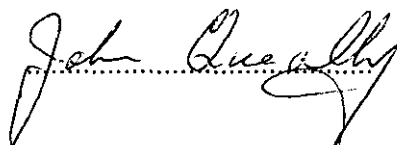
Date

PETER QUEALLY



09/09/06

JOHN QUEALLY



09/09/06

