ORDINARY RESOLUTION

OF

OAK FARM FOODS LIMITED

PASSED: 28th December 2002

At an Extraordinary General Meeting of the Members of the said Company, duly convened and held at GARDENMORRIS. KILL CO. WATCHFORD. on the 28th day of December 2002, the following resolution was passed as an ordinary resolution:-

"That with effect from the 30th day of December 2002, the Company transfer its undertaking to Dawn Fresh Foods Limited and that for this purpose the Company transfer its plant, debtors, stock and effects thereof together with its related trade creditors and borrowings to Dawn Fresh Foods Limited at their net book values on the 30th day of December 2002 and that the Directors of the Company be and they are hereby authorized to do all things necessary to effect same."

I hereby certify that the above particulars

Signature:

Name:

Peter Queally

Date: 28/12/2002.

Director/Secretary:

Director

Presenters Name

Ernst & Young, Annaville House, Newtown,

& Address:

Waterford

COMPANIES HOUSE

07/02/03