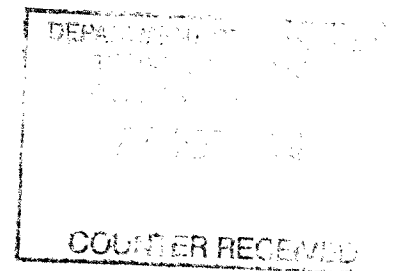




**Companies (NI) Order 1986
Company Limited by Shares
EPICURE SELECT FOODS LIMITED
(Company No. NI 37355)
('the Company')**

Written Resolutions



We, the undersigned being all of the holders of the 'A' ordinary shares in the Company having the right to vote at general meetings signify our assent to the passing of the resolutions set out below to the effect that such resolution shall be deemed to be as effective as if it had been passed at a class meeting of the holders of 'A' ordinary shares in the Company duly convened and held:

"THAT:

1. The increase of the authorised share capital of the Company to £1,000,000.00 at the Extraordinary General Meeting of the Company on 27 February 2004 be confirmed.
2. The 'B' cumulative preference shares were designated in error as £1.00 shares at the Extraordinary General Meeting of the Company held on 27 February 2004 and that the authorised share capital of the Company was and is divided into 949,000 'A' ordinary shares of £1.00 each and 151,400 'B' cumulative preference shares of £0.336856 each such shares having the respective rights and being subject to the restrictions attaching thereto under the new Articles of Association of the Company adopted pursuant to paragraph 5 of this resolution and that the Memorandum of Association of the Company be altered accordingly.
3. The conversion of the 145,450 issued ordinary shares of £1.00 each in the capital of the Company into 'A' ordinary shares of £1.00 each at the Extraordinary General Meeting of the Company held on 27 February 2004 be confirmed.
4. The 'B' cumulative preference shares of £0.336856 each have the rights and are subject to the restrictions attaching thereto under the new Articles of

Association of the Company adopted pursuant to paragraph 5 of this Resolution.

5. The regulations contained in the document annexed hereto and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.
6. The Investment Agreement dated 27 February 2004 made between Francis Charles Delargy, Francis Robert Delargy and Maria Clark (1), Ocean Blue Carwashing Limited (2) and the Company (3) be confirmed, save that the 'B' shares referred to therein shall mean the 'B' cumulative preference shares of £0.336856 each in the share capital of the Company and the Investment Agreement shall be construed accordingly. In all other respects the terms of the Investment Agreement be confirmed.
7. The allotment by the Directors of 151,400 'B' cumulative preference shares to Ocean Blue Carwashing Limited on 27 February 2004 was an allotment of 151,400 'B' cumulative preference shares of £0.336856 each and the allotment is hereby confirmed.

Dated this 16th day of February 2004 5

SIGNED:



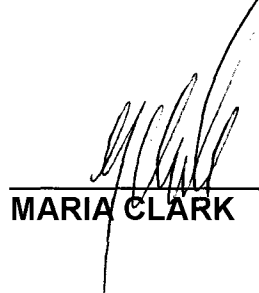
FRANCIS CHARLES DELARGY

SIGNED:



FRANCIS ROBERT DELARGY

SIGNED:


MARIA CLARK