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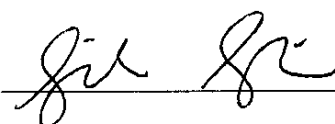
CERTIFICATE OF UPDATING

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

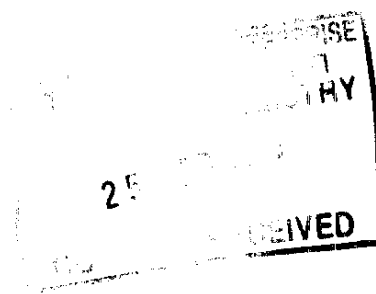
Footprints Trading Ltd

AS AT THE: 10th February 2003

SIGNED :



Director





NI32950

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS

Footprints Catering Limited

was incorporated as a limited company
under the Companies (Northern Ireland) Order 1986
on the NINETEENTH day of SEPTEMBER 1997

AND WHEREAS by special resolution of the Company it has
changed its name;

NOW THEREFORE I hereby certify that the Company is a
limited company incorporated under the name of
Footprints Trading Ltd

Given under my hand at Belfast, this NINETEENTH
day of FEBRUARY Two Thousand and THREE

F. Brown

for Registrar of Companies for
Northern Ireland

NI32950



I HEREBY CERTIFY that

Footprints Catering Limited

is this day incorporated under the Companies (Northern Ireland) Order 1986; and that the Company is limited.

Given under my hand at Belfast, this NINETEENTH day of SEPTEMBER One Thousand Nine Hundred and NINETY-SEVEN.

JANET MCCRUM

for the Registrar of Companies for
Northern Ireland

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

Footprints Trading Ltd

1. The company's name is "Footprints Trading Ltd".
2. The company's registered office is to be situated in Northern Ireland.
3. The company's objects are:
 - (1) To carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies (Northern Ireland) Order 1986 as amended, extended or applied by or under any other enactment or as re-enacted, and without prejudice thereto but in furtherance thereof to operate catering contracts and facilities, creche facilities, and to do all such things and to provide and carry on in any manner the company may think fit all such services, projects and other activities as the company shall consider are likely to or may in any way assist or further the objects of Footprints Women's Centre; and to that end to buy, sell and deal in and whether by wholesale or retail articles and commodities of all kinds; to enter into arrangements of all kinds with other companies corporations firms bodies agencies or persons
 - (2) To make covenanted donations to charity
 - (3) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the company
 - (4) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the company
 - (5) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the company
 - (6) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed

expedient for the purpose of procuring contributions to the funds of the company, in the shape of donations, annual subscriptions or otherwise

- (7) Subject to such consents as may be required by law to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the company
- (8) To borrow or raise money for the purposes of the Company on such terms and on such security as shall be deemed to be necessary
- (9) To invest the monies of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (10) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the company
- (11) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the company or otherwise to assist any such servants, their widows and children
- (12) To establish and support, and to aid in the establishment and support of any other companies formed for all or any of the objects of this company
- (13) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of this company
- (14) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this company is authorised to amalgamate
- (15) To transfer all or any part of the property, assets, liabilities and engagements of this company to any one or more of the companies, institutions, societies or associations with which this company is authorised to amalgamate
- (16) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

4. The liability of the members is limited

5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1.00) to the company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

6. The income and property of the company, whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this memorandum of association, and no portion

thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the company

Provided that nothing herein shall prevent any payment in good faith by the company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the company so however that no director of the company shall be appointed to any salaried office of the company or any office of the company paid by fees
- (b) of interest on money lent by any member of the company or of its board of directors at a reasonable and proper rate per annum not exceeding 2 per cent less than the Base Lending Rate for the time being prescribed by the company's bankers
- (c) of reasonable and proper rent for premises demised or let by any member of the company or of its board of directors
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 10% of the capital of that company
- (e) to any member of its board of directors of reasonable out-of-pocket expenses so however that, save for payment of such out of pocket expenses, no remuneration or other benefit in money or money's worth shall be given by the company to any director
- (f) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company: provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the directors (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the directors (or any of them) in reckless disregard or whether it was a breach of duty or breach of trust or not

And Provided Further that nothing herein shall prevent the covenanting of monies by the company to a member of the company which is a company institution society or other body charitable in law

7. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to Footprints Women's Centre or if Footprints Women's Centre shall not then be in existence to a charitable institution or institutions, to be determined by the members of the company at or before the time of dissolution

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

MARY McNEILL
19 COLINBROOK DRIVE

TRAINEE CO-ORDINATOR

PATRICIA FIRTH
34 COLINBROOK CRES

CHAIRPERSON MANAGEMENT COMMITTEE

Dated 17th day of September 1997

Witness to the above signatures:

JONATHAN McALPIN
12 MEADOWBANK PLACE
BELFAST
BT9 7FF

BUSINESS ADVISOR

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

Footprints Trading Ltd

PRELIMINARY

In these articles "Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 64, 73 to 80 inclusive 82, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject, to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons being members for the time being of the Executive Committee of Footprints Women's Centre as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless such person is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership, in such form as the directors require, executed by such person

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death and on a member's ceasing to be a member of the Executive Committee of Footprints Women's Centre

5. In regulation 38 of Table A:

- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members." shall be substituted for "in nominal value of the shares giving that right." and
- (b) the words "The notice shall be given to all the members." shall be substituted for the last sentence

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A

7. Paragraph (d) of regulation 46 of Table A shall be omitted

8. In Regulation 53 of Table A the words and brackets "approved (by telex or facsimile transmission) or" shall be inserted after the words "a resolution in writing"

9. In Regulation 62(a) of Table A the words "not less than 48 hours" shall be deleted; and in regulation 62(b) of Table A the words "and not less than 24 hours" shall be deleted and the word "but" substituted therefor

VOTES OF MEMBERS

10. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote

DIRECTORS

- 11. (a) All appointments of directors of the company shall be made by the Executive Committee of Footprints Women's Centre
- (b) The number of directors shall not be subject to any maximum but shall be not less than five
- (c) In Regulation 89 of Table A the word "two" in line two shall be deleted and the word "three" substituted therefor
- (d) The Executive Committee of Footprints Women's Centre shall have power from time to time and at any time by resolution signed by its Chairman or one of its office Bearers, subject to the provisions of these Articles as to qualification and number, to appoint any persons to be directors or managing directors of the company and may determine the period for which they shall hold office, define, limit and restrict their powers and fix and determine their remuneration and duties and may at any time remove any director howsoever appointed and may at any time convene a general meeting of the company.

DIRECTORS' EXPENSES

12. In regulation 83 of Table A the word "reasonable" shall be inserted between the words "all" and "travelling"; and the words "of any class of shares or" shall be omitted

PROCEEDINGS OF DIRECTORS

13. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur

14. (1) Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting

(2) A resolution agreed by all the directors by telephonic communication, telex, facsimile transceiver, telegraph, computer or by any other electronic or like means will be valid if such resolution is signed by the chairman of the Board and is expressed to be passed pursuant to this provision

MINUTES

15. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A

NOTICES

16. The second sentence of regulation 112 of Table A shall be omitted

17. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A

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MARY McNEILL
19 COLINBROOK DRIVE

TRAINEE CO-ORDINATOR

PATRICIA FIRTH
34 COLINBROOK CRES

CHAIRPERSON MANAGEMENT COMMITTEE

Dated 17th day of September 1997

Witness to the above signatures:

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BUSINESS ADVISOR