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THE COMPANIES ACTS 1985 TO 1989

MONDAY



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19/03/2007

COMPANIES HOUSE

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PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF ~~FREEUP PROJECTS LIMITED~~

SNACKOLOGY FOOD & BEVERAGE

PRELIMINARY

LTD

1. (A) The Regulations contained in Table A of the Companies (Tables A to F) (amendment) Regulations 1985 (hereinafter referred to as 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the following Articles hereon shall be the regulations of the Company.

(B) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

SHARES

2. (A) Subject to section 80 of the Act and to the following provisions of the Article (B) below the shares comprised in the authorised share capital with which the Company has been incorporated shall be under the control of the Directors and the Directors shall have power to offer, allot, grant options over or otherwise dispose of any shares, to such persons, at such times and generally on such terms and in the manner as they think fit.

(B) (i) The Directors are generally and wholly authorised for the purposes of Section 80 of the Act, to allot relevant securities (as defined in Section 80) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital.

(ii) The authority to allot relevant securities shall expire on the fifth anniversary of the date of incorporation of the Company. The authority hereby given may at any time (subject to the said Section 80) be renewed, varied or revoked by Ordinary resolution of the Company at General Meeting.

(iii) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such an offer or agreement would or may require allotment of the relevant securities after the expiration of such authority, and accordingly, the Directors may at any time allot any relevant securities in pursuance of such an offer of agreement.

(iv) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

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THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MONDAY

COMPANIES HOUSE

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MEMORANDUM OF ASSOCIATION OF

~~FREEUP PROJECTS LIMITED~~

SNACKFOOD & BEVERAGE LTD

1. The Company's name is "~~FREEUP PROJECTS LIMITED~~"
2. The Company's registered office is to be situated in England and Wales.
3. (A) The Company's objects are :-
 - (i) To carry on business as a general commercial company; and
 - (ii) any other trade or business which may seem to the company and its directors to be advantageous and to directly or indirectly enhance all or any of the business of the Company.