



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

ABN LIMITED

Passed 12 December 1997

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at ABN House, Oundle Road, Peterborough, PE2 9QF on Friday 12 December 1997 the undermentioned resolutions were passed as SPECIAL RESOLUTIONS

RESOLUTIONS

- (1) THAT the provisions of the memorandum of association of the company with respect to its objects be and are hereby altered by deleting existing sub-clauses (A) and (B) of Clause 3 thereof and subsisting therefore the following sub-clauses
 - (A) To carry on all or any of the businesses of merchants, processors and distributors of, and dealers in grain, seed, grass, hay, straw, clover, fodder, forage and general agricultural produce, millers and grinders, agricultural merchants, manufacturers of, and dealers in cattle food, oilcakes, feeding stuffs and animal feeds and patented and other specialists, manufacturers, repairers, services, hirers, letters on hire, and distributors of, and dealers in agricultural implements, equipment, machinery, vehicles, supplies and requisites of every description, slaughterers and abattoir proprietors, butchers, wholesale and retail meat purveyors, farmers, graziers, dairymen, nurserymen and gardeners, manufacturers of, and dealers in artificial manures, manurial products and fertilisers of every description, agricultural lime, chemical weedkillers, insecticides and the like, contractors for all operations in connection with the harvesting of crops and the cultivation of the soil; merchants and growers of, and dealers in vegetables, fruit and farm and garden produce of every kind, designers, developers, repairers, manufacturers, hirers and letters on hire of, dealers in, and agents for the purchase and sale of all kinds of spraying and spreading equipment and horticultural products, machinery, implements, chemicals and utensils, manufacturers of and dealers in foods, grits, drugs, medicines, tonics and salts and appliances equipment and supplies of all kinds required for use in connection with the breeding, maintenance and upkeep of

animals and other livestock; machinist, motor, mechanical, electrical and general engineers, haulage and cartage contractors, manufacturers and repairers of, agents for, and dealers in motor and other vehicles and conveyances of every description, and all components, parts, fittings, furnishings and accessories required in connection therewith garage proprietors, commission agents and insurance and general agents, and general merchants, factors and traders.

- (B) To manufacture, buy, sell and deal in plant machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary for useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the company.
- (2) That the draft articles of association now submitted to the meeting and subscribed for identification by the chairman be and are hereby adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof.



DIRECTOR
CHAIRMAN OF THE MEETING

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

ABN LIMITED

(Adopted by Special Resolution passed on 12 December 1997)

PRELIMINARY

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 [as amended by the Companies (Tables (A to F) (Amendment) Regulations 1985] shall apply to the Company save in so far as they are excluded or varied hereby, that is to say regulations 24, 46, 47, 73, 74, 75, 78, 79, 80 and 115 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. Any words or expressions defined in the Companies Act 1985 ('the Act') or in Table A shall (if not inconsistent with the subject or context) bear the same meaning in these articles.
2. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number and vice versa.
3. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARE CAPITAL

4. At the date of the adoption of the articles the capital of the Company is £10,000,000 divided into 10,000,000 ordinary shares of one pound each.

SHARES

5. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors, may subject to Article 6, allot grant options over or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the adoption of these Articles unless varied or revoked or renewed by the Company in general meeting.

- (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
 - (d) In accordance with section 91 of the Act, section 89(1) and section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the company.
6. Subject to any direction to the contrary that may be given by the company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

TRANSFERS OF SHARES

7. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETING

8. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or by proxy. Unless a poll be so deemed a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of against the resolution.

DIRECTORS

9. The appointment of new or additional directors of the company shall be the sole responsibility of the Company's holding company as defined by section 736 of the Act.
10. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment.
11. A director shall not be required to retire by rotation and regulations 76 and 77 shall be modified accordingly.

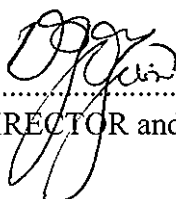
12. The directors of the Company or any one of them may be appointed and removed by written notice served on the Company by the Company's holding company as defined by Section 736 of the Act.
13. Any director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company), and any director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
14. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested in or respect of his appointment to any office or place or profit or upon any matter arising thereout and if he shall so vote his vote shall be counted and regulation 94 of Table A shall be modified accordingly.

NOTICES

15. In regulation 93 of Table A the following words 'either signed or approved by letter, facsimile, telex or telegram' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.
16. Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document as properly addressed and put into the post as a prepaid letter.

INDEMNITY

17. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or about the execution and discharge of the duties of this office.


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DIRECTOR and CHAIRMAN