

THE COMPANIES ACT 1929

AND

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

LOUIS DREYFUS & CO. LIMITED

Passed ...20th February....., 1992

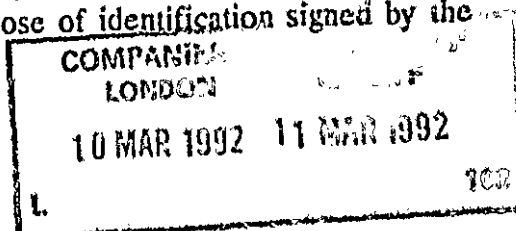
At an Extraordinary General Meeting of the above-named Company, duly convened and held on 20th February 1992, the following Resolutions were duly passed as to Resolution No. 1 as an Ordinary Resolution and as to Resolution Nos. 2 and 3 as Special Resolutions:

ORDINARY RESOLUTION:

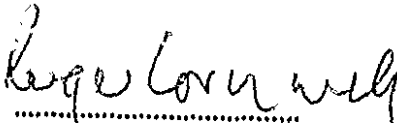
- 1 THAT the authorised share capital of the Company be increased from £26,500,000 to £50,000,000 by the creation of 23,500,000 additional ordinary shares of £1 each.

SPECIAL RESOLUTIONS:

- 2 THAT the provisions of the Memorandum of Association of the Company with respect to its objects be altered by the deletion of the existing provisions of Clause 3 thereof and the substitution therefor of the provisions contained in the document submitted to the Meeting marked "A" and for the purpose of identification signed by the Chairman thereof.



- 3 THAT the regulations contained in the printed document submitted to the Meeting marked "B" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

  
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Chairman of the Meeting