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THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

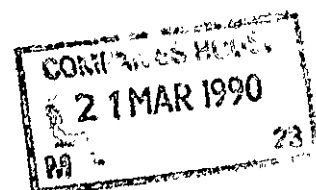
PORTER AND MAKINS LIMITED

1. The Name of the Company is "PORTER AND MAKINS LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are:-

(A) To carry on the businesses of Farmers, Market Gardeners, Nurserymen and Seedsmen in all their respective branches and in connection therewith to act as Growers, and Sellers of, and Dealers in all kinds of Seeds, Seed Potatoes, Bulbs, Plants, Trees, Shrubs, Flowers, Vegetables, Fruit, Corn, Cereals, Potatoes, Root Crops and all other crops of all descriptions appertaining to the above objects or any of them, and to acquire and deal in Farm or other Land, Glasshouses, Buildings and Premises, to act as Managers and as Experts, Consultants and Advisers in every branch of all or any Agricultural and Horticultural Enterprise, including the businesses aforesaid; to carry on all or any of the businesses of Graziers, Millers and Corn Merchants, Producers and Growers of and Dealers in Hay, Straw, Hops, Forage, Fodder, Tobacco, Food-stuffs, Fruit and Farm, Garden and Orchard Produce of all kinds; Driers of and Dealers in Grass and other Produce and Dealers in Horticultural and Agricultural Sundries and Requisites, Producers of and Dealers in Milk, Cream, Butter, Cheese, Eggs and all other Dairy Produce, Milk Processors, Contractors for the supply and delivery of Milk, Manufacturers and Merchants of, Agents for and Dealers in Chemical and other Manures, Manurial Products and Fertilisers, Florists, Landscape Gardeners, Floral Decorators, Fruit and Vegetable Preservers, Dealers in Fresh, Dried or Frozen Fruit or Vegetables: Producers of and Dealers in Sand, Gravel, Lime, Chalk, Limestone and like Substances, Packers, Buyers, Keepers, Breeders and Commission Salesmen of and Dealers in Cattle, Horses, Sheep,



Pigs, Poultry, Game, Bees and all kinds of Live and Dead Stock, Pork Butchers, Family and General Butchers, Meat Salesmen, Slaughterers, Importers and Exporters of and Dealers in all kinds of Meat, Cattle, Sheep, Pigs, Poultry, Game and other Live and Dead Stock, Fellmongers, Tanners and Dealers in Hides, Skins, Fat, Tallow, Grease, Offal and other Animal Products or By-Products, Refrigerating and Cold Storage Proprietors, Canners and Preservers of all Food-stuffs; Manufacturers, Merchants and Hirers of and Dealers in Agricultural, Horticultural, and Dairy Implements, Machinery, Glasshouses, Utensils, Tools, Appliances and Materials of every description, and all other things or effects used or required in connection with any one or more of the above businesses in any or all of their branches, Makers and Repairers of Harness, Contractors for Tractor Work, Steam and other Ploughing, Threshing and Cleaning, and all other operations connected with the cultivation of the soil, Carriers, Haulage, and Cartage Contractors by Land, Sea and Air, Insurance Agents, General Merchants, Agents, Factors and Traders, Garage Proprietors, and Mechanical Engineers and Repairers of Machinery; and to carry out afforestation.

(B) To carry on any business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, farms, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, farms, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights,

brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or asset (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

(S) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(T) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(U) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(V) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

(W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Thirty Thousand Pounds, divided into Thirty Thousand Shares of One Pound each.

NOTE: By Ordinary Resolution passed on 14th March 1990 the capital of the Company was increased from the existing authorised share capital of £30,000 to £229,800 by the creation of an additional 199,800 Redeemable Ordinary Shares of £1 each.

We the several persons whose Names, Address, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

W.E. Porter
Pensthorpe Hall
Fakenham
Norfolk

One Ordinary Share

Farmer

W.M. Makins
Pensthorpe Hall
Fakenham
Norfolk

One Ordinary Share

Farmer

Dated the 12th day of June 1957

Witness to the above Signatures.

Norman Porter
219 Upper Tooting Road
London SW17

Barrister-at-law

CJY788XCT-900319

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PORTER AND MAKINS LIMITED

(As amended by Special resolution passed on 14th March 1990)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77 and 118 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. (A) Subject to the provisions of the Companies Act 1985 (or any statutory modification in re-enactment thereof for the time being in force), shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided in these Articles.

(B) The share capital of the Company is £229,800 divided into 15,000 Ordinary Shares of £1 each, 15,000 Preference Shares of £1 each and 199,800 Redeemable Ordinary Shares of £1 each. The said Ordinary Shares Preference Shares and Redeemable Ordinary Shares shall confer on the holders thereof the rights and privileges hereunder declared, and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table A, and not otherwise.

The rights attaching to the Redeemable Ordinary Shares shall be identical as regards income capital voting and in all

other respects to the rights attaching to the Ordinary Shares of £1 each.

Subject to any statutory provisions the Redeemable Ordinary Shares may be redeemed at par in whole or in part by and at the discretion of the Company at any time after the date of the adoption of this Article. Where part only of the Redeemable Ordinary Shares are to be redeemed at any time redemption shall be pro rata to the existing holdings of Redeemable Ordinary Shares of each holder of Redeemable Ordinary Shares.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

9. The following persons shall be the first Directors of the Company: WILLIAM EDWARD PORTER and WILLIAM MICHAEL MAKINS. The said WILLIAM EDWARD PORTER shall be a permanent Director of the Company and subject to the provisions of Clause 88 in Part I of Table A he shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to him.

10. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Ten

Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

VOTES OF MEMBERS

13. The holders of Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holding of Preference Shares, unless the Preferential Dividend shall remain unpaid for six months after any date fixed for the payment thereof or unless a resolution is proposed affecting the rights or privileges of the holders of Preference Shares and the provisions of Table A shall be read accordingly.

DIVIDENDS

14. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such year or other period at the rate of four and one half per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP

15. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively, together with all arrears (if any) and accruals of the said Preferential Dividend,

whether earned or declared or not, down to the date of such repayment; Secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

W.M. Makins
Pensthorpe Hall
Fakenham
Norfolk

Farmer

W.E. Porter
Pensthorpe Hall
Fakenham
Norfolk

Farmer

Dated the 12th day of June 1957

Witness to the above Signatures:-

P. Riches
Market Place
Reepham
Norfolk

Secretary

CJY787XCT-900319