NO. OF COMPANY.....

[C.F. 41]

THE COMPANIES ACT, 1948.

A 5/- Companies Registration Fee Stamp must be *impressed* here.

Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF COMPANY.....FISHERS SEEDS.....

.....LIMITED.

CAT. No. C.F.41.

C511 JS164(3) L

JORDAN & SONS, LIMITED

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by JORDAN & SONS LIMITED REGISTRATION AGENTS

Messrs. Eustace, Downs & Briggs,

Solicitors, Suffolk House,

Silver Street, Hull.

I, KENNETH ARTHUR DOWNS

of Suffolk House, Silver Street in the City and County of Kingston upon Hull

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary]~~,

of Fishers Seeds

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Kenneth Arthur Downs at the City and County of Kingston upon Hull

the 24th *day of* November

One thousand nine hundred and sixty two.

before me,

A Commissioner for Oaths *(b)*

K. A. Downs

This margin to be reserved for binding.

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace

No. of Company 743061/2

Inland Revenue Duty Stamp to be impressed here.

COMPANY HAVING A SHARE CAPITAL.

4 DEC 1962

Name of Company Fishers Seeds

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(Note.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 24 000

Signature [signature]

Date 23rd November 1962 *Description* Director

This Statement must be signed by an officer of the Company.

This margin is reserved for binding, and must not be written across.

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. No. C.A.25. S1370 (8)

JORDAN & SONS,

LIMITED

Company Registration Agents, Printers & Publishers,

116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

Messrs. Eustace, Downs & Briggs,
Solicitors,
Suffolk House.

JORDAN & SONS LTD. REGISTRATION

28 NOV 1962

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FISHERS SEEDS LIMITED.

1. The Name of the Company is "FISHERS SEEDS 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 all or any of the businesses of Seed, Corn and General Agricultural Merchants, Millers, Grain, Hay, Straw, Fodder, Forage, Provender, Meal and Flour Merchants and Dealers, Seed Crushers, and Manufacturers and Distributors of and Dealers in Cattle Food, Oilcake and Feeding Stuffs, Manufacturers of and Dealers in Artificial Manures, Manurial Products and Fertilisers of every description, Agricultural Lime, and other Farm and Agricultural Requisites and Supplies of every description, and of and in Insecticides and Weed Killers of all kinds, Farmers, Graziers, Dairymen, Nurserymen, Market Gardeners, Dealers in and Agents for the purchase and sale of all kinds of Agricultural and Horticultural Produce, and Live and Dead Farming Stock, Manufacturers, Designers, Repairers, Hirers, Letters on Hire, Agents for and Dealers in Agricultural Equipment, Appliances, Machines, Plant, Accessories and Spares of all kinds; Manufacturers of and Dealers in Foods, Grits, Drugs, Medicines, Tonics and Salt for Animals, Poultry and Live Stock of every description, and of and in Appliances, Equipment and Supplies of all kinds required for use in connection with the breeding, maintenance and upkeep of animals, poultry and other Live Stock, Machinists, Agricultural Implement Engineers, Motor, Mechanical, Electrical, and General Engineers, Haulage and Cartage Contractors, Commission Agents, Insurance Agents and General Agents; Coal, Coke and Patent Fuel Merchants and Dealers, and General Merchants, Factors and Traders.

(B) To manufacture, buy, sell, import, export and otherwise deal in all appliances, apparatus, plant, machinery, implements, goods, produce, articles, commodities and things capable of being advantageously dealt with in connection with the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

28 NOV 1962

(C) To carry on any other 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.

(D) 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, 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.

(E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, 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.

(F) 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.

(G) 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, or for subsidising or otherwise assisting 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.

(H) 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.

(I) 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.

(J) 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.

(K) 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 assets (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.

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) 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.

(Q) 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.

(R) 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.

(S) 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 who 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 dependants 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 dependants.

(T) 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.

(U) 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.

(V) 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.

(W) To procure the Company to be registered or recognised in any part of the world.

(X) 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 £24,000, divided into 24,000 Shares of £1 each.

WE, the several persons whose Names, Addresses 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.	No. of Shares taken by each Subscriber.
Rowland Enfield Kirk, KIRK. 134 Slaters Rd. Preston. Company Director.	ONE.
John Sykes Rymer, RYMER Eastburn Warren, Driffield Company Director	ONE.
Thomas Harrison HARRISON Chalk Hame Burton Pidsea Farmer.	ONE
TOTAL SHARES TAKEN.	Three

Dated this 23rd day of November 1962

Witness to the above Signatures :-

K. A. Jones
Solicitor
Hull

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

FISHERS SEEDS LIMITED.

24 DEC 1952

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, 76 and 77 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, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £24,000 divided into 24,000 Shares of £1 each.

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.

TRANSFER OF SHARES.

6. Any Share may be transferred at any time by a Member to his or her father or mother or to any lineal descendant of such father or mother or to his or her brother, wife, or husband or by the legal personal representatives of a deceased Member to the widow or widower or any such relative as aforesaid of such deceased Member being a cestui que trust or specific legatee

thereof, and Shares standing in the name of any deceased Member may be transferred to or placed in the names of his or her legal personal representatives or trustees and upon any change of trustees may be transferred to the trustees for the time being of the Will of such deceased Member. A Share may be transferred at any time to any Member of the Company.

7. Subject to Article 6 hereof if any Member shall die the following provisions shall have effect with regard to the Shares of the deceased Member, that is to say:-

(1) The surviving Members shall have the option of purchasing equally or in such other proportions as they may agree all (but not a part only) of the said Shares at the fair value thereof as fixed by the Auditor of the Company.

(2) The said option may be exercised at any time within twelve calendar months after the date of the death of the deceased Member and upon tender of the fair value ascertained as hereinbefore mentioned the legal personal representatives of the deceased Member shall hand to the Members exercising the option the Certificate or Certificates for the said Shares and transfers in their favour.

(3) If default is made by the said legal personal representatives in transferring the said Shares the Company may receive the purchase price on their behalf and may authorise some person to execute transfers of the Shares in favour of the Members exercising the option who shall thereupon be registered as the holders of the Shares and the validity of the proceedings shall not be questioned by any person.

8. In the event of the bankruptcy of any Member the Directors may call upon the trustee in bankruptcy of the Member so becoming bankrupt to serve the Company with a transfer notice pursuant to Article 10 hereof, and if the trustee in bankruptcy does not comply forthwith with such call he shall be deemed to have served the Company with such notice and to have specified therein a sum equal to the amount paid up on the Shares as the fair value, and the same results shall follow as in the case of a transfer voluntarily given.

9. Subject to Articles 6 and 7 hereof, the Directors may in their absolute and uncontrolled discretion refuse to register any transfer of Shares.

10. Save where the transfer is made pursuant to Articles 6 or 7 hereof, no Share shall be transferred otherwise than in accordance with the following provisions:-

(A) The person proposing to transfer any Share (hereinafter called "the Vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and such notice shall

specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the Share to the other Members of the Company at the price so fixed or at the option of the purchaser at the fair value to be fixed by the Auditor of the Company. The transfer notice may include two or more Shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(B) If the Company shall within the period of twenty-eight days after being served with the transfer notice find a Member willing to purchase the Share (hereinafter called "the purchasing Member") and shall give notice thereof to the Vendor he shall be bound upon payment of the fair value to transfer the Share to the purchasing Member.

(C) In case any difference arises between the Vendor and the purchasing Member as to the fair value of a Share the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Act, 1950, shall not apply.

(D) If in any case the Vendor, after having become bound as aforesaid makes default in transferring the Share, the Company may receive the purchase money (or the first instalment thereof as the case may be) on his behalf and may authorise some person to execute a transfer of the Share in favour of the purchasing Member who shall thereupon be registered as the holder of the Share. The receipt of the Company for the purchase money (or first instalment thereof) shall be a good discharge to the purchasing Member and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(E) If the Company shall not within the period of twenty-eight days after being served with the transfer notice find a Member willing to purchase the Shares and give notice in manner aforesaid the Vendor shall at any time within three calendar months afterwards be at liberty, subject to Article 9 hereof, to sell and transfer the Shares or those not placed to any person and at any price.

11. In any case where the purchase money exceeds One Thousand Pounds the purchasing Member shall have the option of paying the same as to twenty-five per cent. upon the execution of the transfer and as to the balance together with interest thereon at the rate of five per centum per annum by four equal instalments at intervals of three calendar months each, the interest accrued up to date being paid with each such instalment.

GENERAL MEETINGS.

12. 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.

13. 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".

VOTES OF MEMBERS.

14. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

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

16. The following persons shall be the first Directors of the Company:- Thomas Harrison, Chatt House, Burton Pidsea, Rowland Enfield Kirk, 134 Station Road, Preston, John Sykes Rymer, Eastburn Warren, Driffield. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them 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 any Permanent Director.

17. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than One Hundred Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

18. The remuneration of the Directors shall be at the rate fixed by the Directors and confirmed by the Company in General Meeting and such remuneration shall be divided among the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally: Provided that in default of agreement any Director who shall not have served during the

whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all Directors. The Directors shall also be paid such travelling, hotel, and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors and at General Meetings.

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

20. 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.

WINDING UP.

21. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Rowland Enfield Ltd.
1341 Slaters Rd. Preston.
Company Director.

John Sykes Rymer
Eastburn Warren
Driffield
Company Director

Thomas Harrison.
Chalet House
Burton Pidsea

Thomas.

Dated this 23rd day of November 1962

Witness to the above Signatures :-

K A Jones
Solicitor
Hull

C. 173

DUPLICATE FOR THE FILE.

No. 743061

Certificate of Incorporation

I Hereby Certify, that

FISHERS SEEDS LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Fourth day of December One thousand nine hundred and sixty two.

Assistant Registrar of Companies.

Certificate received by

JORDAN & SONS LIMITED REGISTRATION 4 DEC 1962 AGENTS 116 CHANCERY LANE W.C.2

Date

(Q.2725) 68470/1715 25M 5/62 ATOS. 746.

743061/51

FISHERS SEEDS LIMITED

MINUTES of an EXTRA-ORDINARY GENERAL MEETING of the Board of Directors held at Cranswick on Monday, 8th October 1979 at 10.00 a.m.

Present: R.E. Kirk - Chairman

J.S. Rymer, M.R.Anderson, J.W. Anderson, C. Tate, W. Cammish
P.E. Jackson, and J. Horsley

IT WAS RESOLVED that Paragraph 17 of the Articles of Association, as set out below, was not now relevant and should be cancelled :-

"The qualification of every director shall be the holding of shares of the Company to the nominal value of not less than One Hundred Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director".

Approved.....
Chairman

Date.....28TH October 1979.....

Number of Company : 743061 / 64

29.1.85

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

(copy)

SPECIAL RESOLUTION

of

FISHERS SEEDS LIMITED

passed on the 8th day of January 1985

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 8th day of January 1985, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to FISHERS SEEDS & GRAIN LIMITED.

Chairman.

M.F. Anderson

COMPANIES REGISTRATION OFFICE 30 JAN 1985

Presented by:
THE LONDON LAW AGENCY LTD.
TEMPLE [illegible]
TEMPLE [illegible]
LONDON [illegible]

COMPANIES REGISTRATION OFFICE 29 JAN 1985 LC

4 / Yorkshire / 63

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 743061/65A

I hereby certify that

FISHERS SEEDS LIMITED

having by special resolution changed its name, is now incorporated under the name of

FISHERS SEEDS & GRAINS LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 29TH MARCH 1985

D. C. H. BUSHER

an authorised officer

THIS CHANGE OF NAME CERTIFICATE CONTAINS A MISTAKE IN THE NAME OF THE COMPANY AND IS SUPERSEDED BY THE CHANGE OF NAME CERTIFICATE AT

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 743061 / 65B.

I hereby certify that

FISHERS SEEDS LIMITED

having by special resolution changed its name, is now incorporated under the name of

FISHERS SEEDS & GRAIN LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 29TH MARCH 1985

D. C. H. BUSHER

an authorised officer

THIS CHANGE OF NAME CERTIFICATE SUPERSEDES THE CHANGE OF NAME CERTIFICATE AT DOCUMENT 65/A ON FILE WHICH INCORRECTLY GAVE THE NEW NAME OF THE COMPANY AS FISHERS SEEDS & GRAINS LIMITED.

G

COMPANIES FORM No. 225(2)

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

225(2)

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number 743061

Name of company

*Insert full name of company

* FISHERS SEEDS & GRAIN LIMITED

Note
Please read notes 1 to 5 overleaf before completing this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month
3 1 0 3

†Delete as appropriate

The previous accounting reference period of the company is to be treated as [shortened] [~~extended~~]† and [is to be treated as having come to an end] [~~will come to an end~~]† on

Day Month Year
3 1 0 3 1 9 8 8

If neither of these statements can be completed, the notice cannot be given

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary] [~~holding company~~]† of FISHERS AGRICULTURAL HOLDINGS LIMITED, company number 1004268

the accounting reference date of which is 31 MARCH

If this notice is being given by a company which is subject to an administration order, the following statement should be completed

~~An administration order was made in relation to the company on~~

~~and is still in force.~~

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed [signature] Designation‡ SECRETARY Date 21 April 1988

Presentor's name address and reference (if any).

THE COMPANY SECRETARY
NEM HOUSE
3-5 RICKMANSWORTH ROAD
WATFORD, HERTS.
WD1 7HG

For official use
General Section

Post room

FILE Resolution 143061

HODGSON IMPEY

CHARTERED ACCOUNTANTS

5th April 1990
Our ref 19/29/JPG

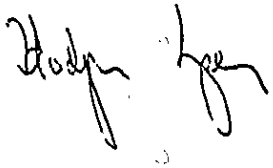
The Directors,
Fishers Seeds & Grain Limited,
Cranswick,
Driffield,
YO25 9PG.

Queen Victoria House
Guildhall Road
Hull HU1 1HH
Telephone 0482-224111
Telex 597641 Fax 0482-27479
P.O. Box No. 88

Dear Sirs,

In accordance with s.392 Companies Act 1985 we hereby give notice of resignation as auditors to the company and, to comply with s.394, confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,



COMPANIES HOUSE
19 APR 1990
M 61

Offices at Aberdeen Beverley Birmingham Boston Chelmsford Chester Coventry Dublin Edinburgh Glasgow Grimsby Hereford Horsham Hull Leeds Lerwick Liverpool London Spalding Worcester

A list of partners is available for inspection at the above address and Spectrum House 20-26 Cursitor Street London EC4A 1HY

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business

A member of HLB International

743061

HODGSON IMPEY

CHARTERED ACCOUNTANTS

5th April 1990
Our ref 19/29/JPG

The Directors,
Fishers Seeds & Grain Limited,
Cranswick,
Driffield,
YO25 9PG.

Queen Victoria House
Guildhall Road
Hull HU1 1HH
Telephone 0482-224111
Telex 597641 Fax 0482-27479
P.O. Box No. 88

Dear Sirs,

In accordance with s.392 Companies Act 1985 we hereby give notice of resignation as auditors to the company and, to comply with s.394, confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Offices at Aberdeen Beverley Birmingham Boston Chelmsford Chester Coventry Dublin Edinburgh Glasgow Grimsby Hereford Horsham Hull Leeds Lerwick Liverpool London Spalding Worcester

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Number of)
Company) 743061

The Companies Act 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF THE MEMBERS IN WRITING

of

FISHERS SEEDS & GRAIN LIMITED

Pursuant to Section 381A of the Companies Act 1985 ('the Act') we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at a general meeting of the company hereby resolve:

That the company hereby elects

(i) pursuant to Section 252 of the Act to dispense with the laying of accounts before the company in general meeting,

(ii) pursuant to Section 366A of the Act to dispense with the holding of annual general meetings, and

(iii) pursuant to Section 386 of the Act to dispense with the obligation to appoint auditors annually

DIRECTOR
For and on behalf of Fishers Agricultural Holdings Limited

Paul Telford DIRECTOR
For and on behalf of A.B.F. Nominees Limited

Dated this.....30th.....day of.....November.....1990

COMPANIES HOUSE
8 DEC 1990
M 65

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering.

1. To the Registrar of Companies (Address overleaf—Note 6)

Company number 743061

Name of company

*Insert full name of company.

* FISHERS SEEDS & GRAIN LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same

Please read notes 1 to 5 overleaf before completing this form

†Delete as appropriate

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day	Month
15	09

3. The current accounting reference period of the company is to be treated as [~~shortened~~] [extended]† and [~~is to be treated as having come to an end~~] [will come to an end]† on

Day	Month	Year
15	09	1991

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
The company is a [subsidiary] [~~parent~~]† undertaking of FISHERS AGRICULTURAL HOLDINGS LIMITED, company number 1004268, the accounting reference date of which is 15 SEPTEMBER

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
An administration order was made in relation to the company on ..... and it is still in force.

‡Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

6. Signed [signature] Designation‡ Joint Secretary Date 29 January 1991

Presentor's name, address, telephone number and reference (if any):

THE COMPANY SECRETARY
NEM HOUSE
3-5 RICKMANSWORTH ROAD
WATFORD, HERTS.
WD1 7HG

For official use
D E B

Post room

743061

BAKER TILLY

Our Ref: RW/hjm
Your Ref:

Chartered Accountants
2 Bloomsbury Street
London WC1B 3ST
Tel: +44 (0)171 413 5100
Fax: +44 (0)171 413 5101
DX: 1040 London

The Directors
Fishers Seeds & Grain Limited
Kingsgate
1 King Edward Road
Brentwood
Essex
CM14 4HG

9 January 1995

Dear Sirs

NOTICE OF RESIGNATION

We hereby give notice of our resignation as auditors of your company with effect from today. There are no circumstances connected with our resignation which we consider should be brought to the attention of members or creditors of the company.

Yours faithfully

Baker Tilly

A07 *AP7TC8YH* 120
COMPANIES HOUSE 16/02/95

Offices at: Billingshurst, Birmingham, Bradford, Bromley, Crawley, Guildford, Harrogate, Kingston-upon-Thames, Leeds, London, Manchester, Sherborne, Watford, Yeovil

A list of partners' names is available at the above address

Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales

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