1004268 number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of

compliance with the requirements of the Companies Act 1948 on application for registration of a company

pursuant to section 15 (2) of the Companies Act 1948

I JOHN J.A. COWDRY

of WILEC HOUSE, CITY ROAD, LONDON, E.C.1.

DO SOLEMNLY & SINCERELY DECLARE that I am :—

*Delete that which does not apply

*a Solicitor of the Supreme Court engaged in the formation *

*~~a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of

PORTOCON CONTAINERS 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 137, City Road,

London, E.C.1.

the 2nd. day of March 19 71

before me

A Commissioner for Oaths (or ~~Notary Public or Justice of the Peace~~)

NOTE: By Section 15(2) of the Companies Act 1948 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.

Jordan & Sons Limited
Company Registration Agents, Printers & Publishers
City Office: Wilec House 82 City Road London EC1
Telephone: 01-253 6214 Telex No. 261010

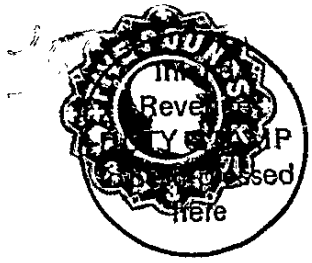
COMPANIES REGISTRATION OFFICE 3 MAR 1971

Presented by

Presenter's Reference

1004268 | 2 number of company

form No. 25



COMPANY HAVING A SHARE CAPITAL

name of company

PORTOCON CONTAINERS Limited

statement of the nominal capital[1]

made pursuant to section 112 of the Stamp Act 1891

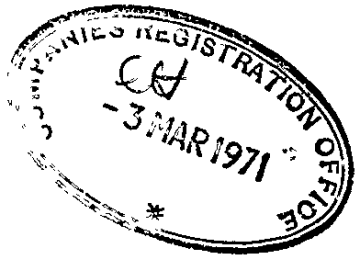
NOTE—The stamp duty on the Nominal Capital is 10s. (50p) for every £100 or fraction of £100—Section 41, Finance Act 1933

the nominal capital of the above-named company is £1,000 divided into 1,000 Shares of £1 each.

Signature[2] D. Gill Olsen

Dated 2nd March 1971 Description SUBSCRIBER.

NOTES: **(1) This Statement MUST be filed with the Memorandum, or other document when the Company is registered**
and
(2) It should be signed by an officer of the company if appointed by the Articles of Association, OR by the Solicitor(s) engaged in the formation of the company



Jordan & Sons Limited
Company Registration Agents, Printers & Publishers
City Office: Wilec House 82 City Road London EC1
Telephone: 01-253 6214 Telex No. 261010

Presented by

Presenter's Reference

W5210

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM ~~Articles~~ of Association

1004269/3

OF

PORTOCON CONTAINERS LIMITED.

1. That the name of the Company is "PORTOCON CONTAINERS LIMITED".

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

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

(A) (i) To apply for, register, hold, purchase or otherwise acquire any patents or patents for Containers or any other inventions, and to obtain exclusive or other privileges in respect of the same, and in any part of the world, and to acquire, manage, develop, promote, finance, sell, lease, exploit, let or grant or otherwise deal in and turn to account any patents, patent rights, licences, inventions, brevets d'invention, concessions, trade marks, designs, copyrights, protections, rights or privileges of every description, or any interest in the same; and exercise, use or grant licences or privileges in respect of, or otherwise deal with or turn to account any patent or other rights, either in the United Kingdom or in any other part of the world, and to expend money in experimenting upon the testing and improving or seeking to improve any patents, inventions or rights whatsoever, and to Design, Invent, manufacture and produce, and trade and deal in machinery, attachments, devices, products, appliances and things capable of being manufactured, produced, traded or dealt in by virtue, or in connection with any such patents, brevets d'inventions, concessions, licences, inventions, trade marks, designs, copyrights, protections, rights or privileges as aforesaid; to finance inventions, businesses and undertakings of all kinds in all stages of their development, and to undertake and carry on business transactions or operations commonly undertaken or carried on by Financiers, Capitalists, Concessionaires, Contractors and Merchants, and to enter into, handle, administer, assist or participate in financial, commercial, mercantile, industrial, or other undertakings and businesses of all kinds, and to carry on, reorganise, develop and extend the same, or sell, dispose of, and deal with or otherwise turn the same to account.

(ii) To purchase from the manufacturer any containers or other goods manufactured under any Patent and generally deal in the same, to carry on all or any of the businesses of Agricultural Engineers and Contractors, Manufacturers, Merchants, Hirers and Letters on Hire of, and Dealers in Tractors, Agricultural, Horticultural and Dairy Implements, Machinery and Utensils of all kinds, Land Drainage Contractors, Contractors for Tractor Work, Ploughing and all operations connected with the cultivation of the soil; Farmers, Graziers, Millers, and Corn Merchants, Stock and Poultry Breeders, Producers, Raisers and Growers of, and Dealers in Agricultural, Horticultural, Farm, Garden and Orchard Produce of all kinds, Market Gardeners, Nurserymen, Seedsmen and Florists, Dairymen, Contractors for the supply and delivery of Milk, Wholesale and Retail Butchers, Bakers, Grocers and Provision Merchants, Manufacturers and Merchants of, Agents for, and Dealers in Feeding Stuffs, Manurial Products and Fertilisers of every description, Buyers, Keepers, Breeders, Exporters and Commission Salesmen of, and Dealers in Cattle,

Horses, Sheep, Pigs, Poultry and all kinds of Live and Dead Stock, Haulage and Cartage Contractors, Garage Proprietors, Builders and Contractors, Builders' Merchants, Coal, Coke and Timber Merchants, Proprietors of Camping and Caravan Sites, and General Merchants, Agents and Traders.

(B) To buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things of every description capable of being used in connection with the foregoing businesses, or any of them, or likely to be required by any of the customers of, or persons having dealings with the Company.

(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 £1,000 divided into 1,000 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.
D. G. McKeown Wilec House, 82, City Road, London, E.C.1. Commercial Manager.	One
[illegible] Wilec House, 82, City Road, London, E.C.1. Commercial Manager.	One
TOTAL SHARES TAKEN.	Two

Dated this 2nd day of March 1971

Witness to the above Signatures:-

[illegible]
Wilec House,
82, City Road,
London, E.C.1

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PORTOCON CONTAINERS LIMITED.

This is a Company without Articles of Association and accordingly the Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948, shall be the regulations of the Company.

D. G. McSheen

Subscribers to the Memorandum.

Dated the 2nd March 1971

CERTIFICATE OF INCORPORATION

No. 1004268

I hereby certify that

PORTOCON CONTAINERS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 9TH MARCH 1971.

(F. L. KNIGHT)
Assistant Registrar of Companies

C.173

Number of Company: 1004268

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

(COPY)

SPECIAL RESOLUTION

(Pursuant to Sections 10 and 141 of the Companies Act, 1948)

of

PORTOCON CONTAINERS LIMITED.

Passed the 9th day of March 1971.

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 9th day of March 1971, the following SPECIAL RESOLUTION was duly passed:-

"That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Regulations thereof."

CHAIRMAN.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

PORTOCON CONTAINERS LIMITED.
(Adopted by Special Resolution passed on the 9th day of March 1971)

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 23, 24, 31, 32, 53, 75, 77 and 99 in Part I of Table A shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

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

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of these Articles is One Thousand Pounds divided into One Thousand Shares of One Pound 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 AND TRANSMISSION OF SHARES.

6. The instrument of transfer of any Share in the Company shall be in writing, and shall be executed by or on behalf of the transferor and transferee, and duly attested, and the transferor shall be deemed to

remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof.

7. Subject to the provisions hereinafter contained any Member may transfer all or any of his Shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

8. Except where the transfer is made pursuant to Articles 18, 19 or 20 hereof, any person, whether a Member of the Company or not, proposing to transfer any Share (hereinafter called the proposing transferor) shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. 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 any person willing to purchase the Share (hereinafter called the purchasing Member) at the price so fixed or at the option of the purchasing Member at the fair value to be fixed by an independent Umpire after hearing the Valuer's acting on behalf of the proposing transferor and the purchasing Member respectively. A 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. A transfer notice shall not be revocable except with the sanction of the Directors.

9. Shares comprised in any transfer notice shall be offered to the other Members of the Company as nearly as may be in proportion to the existing Shares held by them respectively.

10. If the Company shall, within the period of twenty-eight days after being served with a transfer notice, find a purchasing Member and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value as fixed in accordance with Article 8 hereof, to transfer the Share to the purchasing Member.

11. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may receive the purchase money 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 shall be a good discharge to the purchasing Member and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

12. If the Company shall not, within the period of twenty-eight days after being served with a transfer notice, find a purchasing Member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to Article 15 hereof, to sell and transfer the Share (or where there are more Shares than one those not placed) to any person and at any price.

13. If any Share of a deceased Member shall not have been transferred in accordance with Articles 18 or 19 hereof within a period of six months from the date of his death and in the event of the death of any other Member of the Company, the Directors may at any time thereafter cause a notice to be served upon the legal personal representatives of the deceased requiring them within a period of twenty-one days after service of such notice to deliver to the Company a transfer notice pursuant to Article 8 hereof in respect of the said Share and if the said representatives make default in complying with the notice served upon them as aforesaid a transfer notice shall be deemed to have been delivered by them to the Company upon the last day of the said period of twenty-one days and the fair value thereof for the purpose of such notice shall be determined in accordance with Article 8 hereof.

14. If any person shall become entitled to a Share in consequence of the bankrupcy of any Member the Directors may cause a notice to be served upon the person so becoming entitled to a Share requiring him within a period of twenty-eight days after service of such notice to deliver to the Company a transfer notice pursuant to Article 8 hereof in respect of the said Share and if such person makes default in complying with the notice served upon him as aforesaid a transfer notice shall be deemed to have been delivered by him to the Company upon the last day of the said period of twenty-eight days and he shall be deemed to have specified in such transfer notice the amount paid upon the Share as the fair value thereof.

15. The Directors shall require evidence to satisfy themselves of the facts in relation to any transfer made or expressed to be made in pursuance of Articles 18, 19 and 20 hereof and shall refuse to register any transfer of Shares made or expressed to be made in contravention of the provisions of these Articles, and may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of Shares (except any transfer to which Articles 18,19 or 20 apply) whether or not the same be fully paid to a person of whom they do not approve. The Directors may also suspend the registration of transfers at such times and for such periods as they may from time to time determine but so that such registration shall not be suspended for more than thirty days in any year. The Directors may decline to recognise any instrument of transfer unless (A) a fee not exceeding two shillings and sixpence is made to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal and return to him the instrument of transfer.

16. The Company shall be entitled to charge such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine for registering any probate, letters of administration, certificate of marriage or death, or other instrument relating to or affecting the title to any Shares.

17. On the death of any Member (not being one of two or more joint holders of a Share) the legal personal representatives of such deceased Member shall be the only persons recognised by the Company as having any title to the Share or Shares registered in his name.

18. Any Member of the Company may, subject to Article 16 hereof, transfer or by Will bequeath any Share held by him to a member or members of his family as hereinafter defined and in the case of such bequest the legal personal representatives of the deceased Member may subject as aforesaid transfer the Shares so bequeathed to the legatee or legatees.

19. Any Member of the Company may, subject to Article 15 hereof, transfer or by Will bequeath any Share held by him to one or more Trustees for the benefit of himself or of any member of his family as hereinafter defined: Provided nevertheless that in so far as such Trustees are required by the Will or by any deed of Settlement or by the statutory trusts governing intestacy to hold any Share in trust for the absolute and immediate benefit of any person other than a member of the family of such Member such Trustees shall within a period of two months from the date of the grant of probate of the Will of the Testator or Letters of Administration of the estate of the Intestate, or the determination of a life interest (as the case may be) serve upon the Company a transfer notice in respect of such Share and, if such Trustee fail to serve such transfer notice within the said period they shall be deemed at the expiration of such period to have served such transfer notice and to have specified therein the amount paid up on the Shares as the fair value thereof.

20. Where any Shares are held upon the trusts of any deed or Will or upon the said statutory trusts a transfer thereof may be made upon any change or appointment of new trustees.

21. For the purpose of these Articles the family of a Member of the Company shall be deemed to include his or her wife or widow, husband or widower, child or other lawful issue (but not adopted children), father, mother, brother, sister, nephew or niece but no other person.

22. Subject to Articles 13, 14 and 18 hereof, a person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled and shall be subject to the same liabilities as if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company: Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been complied with.

23. Subject to the provisions of Articles 13, 14, 18 and 19 hereof, any person becoming entitled to a Share or Shares by reason of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time be required by the Directors, elect either to be registered as a Member in respect of such Share or Shares, or to make such transfer of the Share or Shares as the deceased or bankrupt person could have made. If the person so becoming entitled shall elect to be registered himself he shall give to the Company a notice in writing signed by him that he so elects. The Directors shall in either case have the same right to refuse or suspend registration as they would have had if the death or bankruptcy of the Member had not occurred and the notice of election or transfer were a transfer executed by that Member.

GENERAL MEETINGS.

24. 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.

25. 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.

26. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than eight.

27. The Directors of the Company at the time of the adoption of these Articles are:-

Rowland Enfield Kirk,
Fred Thompson and
John Sykes Rymer.

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

29. 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.

30. There shall be no Share qualification for Directors of the Company.

31. Until otherwise determined by the Directors, three Directors shall form a quorum.

WINDING UP.

32. If the Company shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid-up Capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the Capital paid-up, or which ought to have been paid-up, on the Shares held by them respectively at the commencement of the winding up. But this clause is to be without prejudice to the rights of the holders of Shares issued upon special conditions.

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

PORTOCON CONTAINERS LIMITED

Passed the 13thday of September , 1972

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 13th day of September , 1972 , the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by ~~deleting Sub-Clause (A) of Clause 3 and by substituting therefor the following new Sub-Clause :-~~

inserting immediately before sub-clause A of Clause 1 of the said Memorandum the following new Sub-clause to be lettered AA.

AA To carry on business as a commercial and Industrial Holding Company and to incorporate or acquire in any manner the Shares or Capital of or any interest in any other Company or firm whether subsidiary or otherwise the acquisition of an interest wherein may appear to be beneficial to the interest of the Company; to co-ordinate and manage through the Holding of the shares and interests of the Company in its subsidiary and other companies and the firms and businesses in which it is interested the businesses, activities and affairs of such companies and firms or any of them; to finance and aid any such companies or firms by loans, guarantees subvention payments or otherwise, to invest the monies of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any Company, corporation, governmental or other authority, trust firm or person constituted or carrying on business in any part of the world and to acquire by purchase or otherwise for any estate or interest and to hold for investments real and personal property of every description or kind; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securites or obligations; to undertake and execute any other trusts, to enter into, assist, or participate in financial transactions, undertakings, and businesses of every description and to carry on, develop, and extend the same, or sell, dispose of or otherwise turn the same to account, and generally to carry out all the functions of an industrial holding company.

Director

GREYSBRIGHARD

Number of Company: 1004268

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION

of

PORTOCON CONTAINERS LIMITED

Passed the 13th day of September, 1972.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 13th day of September 1972, the following ORDINARY RESOLUTION was duly passed:-

> That with a view to the acquisition of the whole of the issued capital of PORTOCON CONTAINERS LIMITED, F. THOMPSON (MILLING & GENERAL ENGINEERS) LIMITED, FISHERS SEEDS LIMITED and CRANSWICK AUTOPOINT LIMITED, the Share Capital of the Company be increased from £1000 to £36000 by the creation of 35000 new Shares of £1 each ranking in all respects pari passu with the existing Shares of £1 each in the Capital of the Company.

Chairman.

LAW AGENCY LTD.

CAC/YOR/KARR

19 DEC 1972

No. of Company .....1004268.....

12 A.H. 93198/72

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company .....PONTOCON CONTAINERS..... Limited*

hereby gives you notice that by ordinary ~~xxxx

Number of Company: 1004268 | 13

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION

of

PORTOCON CONTAINERS LIMITED

Passed the 2nd day of October, 1972.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 2nd day of October 1972, the following ORDINARY RESOLUTION was duly passed:-

That the Share Capital of the Company be increased from £36000 to £43100 by the creation of 7100 new Shares of £1 each ranking in all respects pari passu with the existing Shares of £1 each in the Capital of the Company.

Chairman.

LAW AGENCY LTD.

AL/YORK/HARR

40

No. of Company .....1004268..... 14

CCD £25.50
CR £

INT 78 days

THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital

[illegible] Registrar of Companies

Name of Company .....PORTOCON CONTAINERS LIMITED.....

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/~~extraordinary/special~~* resolution of the company dated the ...2nd October 1972....., the nominal capital of the company has been increased by the addition thereto of a sum of £ ...7100..... beyond the registered capital of £ ...36000..... The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
7100	Ordinary	£1.00

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

they each rank in all respects pari passu with the existing shares of £1 each in the capital of the Company

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. ~~A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927.~~

Signed .....[signature].....

State whether Director or Secretary .....Secretary.....

Date .....19th October 1972.....

* *Delete as necessary.*

Presented by: Harrowells, 9 Parliament Street, York. /YORK/HARR

Presenter's reference: RMS

Form No. 10A
(See notes overleaf)

Number of Company:- 100 4268/15

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(copy)

ORDINARY RESOLUTION

of

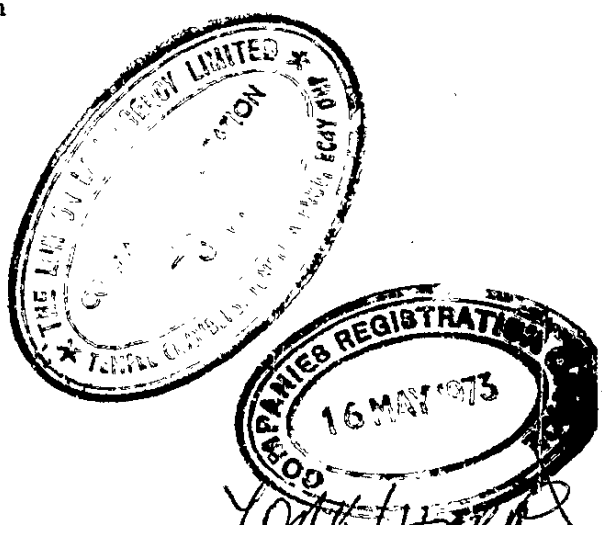
PORTOCON CONTAINERS LIMITED

Passed the day of
1973

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 30th day of April 1973 the following Ordinary Resolution was duly passed:-

That the capital of the Company be increased from £43,100.00 divided into 43,100 Ordinary shares of £1.00 each to £50,000.00 by the creation of an additional 6900 shares of £1.00 each to rank pari passu with the existing Ordinary shares of the Company in all respects.

.....
Chairman



No. of Company 1004268 CODE 34 - 50p. (6 ORIG 1 - 50p.

THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital

Registrar of Companies

Name of Company .....PORTOCON..CONTAINERS.....Limited

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary ~~extraordinary/special~~* resolution of the company dated the .....30th April, 1973..... the nominal capital of the company has been increased by the addition thereto of a sum of £ ....6900.00..... beyond the registered capital of £ ....43,100.00..... The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
6900	Ordinary	£1.00

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

They rank in all respects pari passu with the existing shares of £1.00 each in the capital of the Company

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty

Signed .....Peter Broadbent.....

State whether Director or Secretary .....Secretary.....

Date .....30th April 1973

* Delete as necessary

Presented by: Messrs. Harrowells 9 Parliament Street, York

Presentor's reference: RMS

Form No. 10A

LONDON LAW AGENCY LIMITED

COMPANIES REGISTRATION OFFICE 16 MAY 1973

No. of Company .....1004268.....

Cdy 93/9/72

THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital

To the Registrar of Companies

Name of Company .....PORTOCON CONTAINERS.....Limited*

The company gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/~~extraordinary/special~~* resolution of the company dated the .....13th September 1972 the nominal capital of the company has been increased by the addition thereto of a sum of £ .35000..... beyond the registered capital of £ ....1000..... The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
35000	Ordinary	£1. 00

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

they each rank in all respects pari passu with the existing shares of £1 each in the capital of the Company

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees ~~(b) companies capital duty~~
3. A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927.

Signed .....Peter D. Bradley.....

State whether Director or Secretary .....Secretary.....

Date .....19th October 1972.....

* *Delete as necessary*

Presented by: Harrowells,
9 Parliament Street,
York.

Presentor's reference: RMS

Form No. 10A
(See notes overleaf)

Number of Company:- 1004268 /18

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION

of

PORTOCON CONTAINERS LIMITED

Passed the 25th day of JUNE, 1973

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held on the 25th day of JUNE 1973, the following ORDINARY RESOLUTION was duly passed:-

> That the Share Capital of the Company be increased from £50,000. to £100,000 by the creation of £50,000 new shares of £1. 00 each ranking in all respects pari passu with the 50,000 existing shares of £1.00 each in the Capital of the Company.

.....

Chairman

COMPANY REGISTRATION
TEMPLE CHAMBERS TEMPLE AVENUE, E.C.4
COMPANIES REGISTRATION
20

No. of Company 1004268 /19

£10 + 250

35 Days

THE COMPANIES ACTS 1948 TO 1967

IN + 1 - 20

Notice and statement of increase in nominal capital

£10 - 50

To the Registrar of Companies

Name of Company PORTOCON CONTAINERS Limited*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary* resolution of the company dated the 25th JUNE 1973,

the nominal capital of the company has been increased by the addition thereto of a sum of £ 50,000 beyond the registered capital of £ 50,000. The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
50,000	Ordinary	£1.00

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

They each rank in all respects pari passu with the existing shares of £1.00 each in the capital of the Company

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty

~~XXXX

50 00475

Number of Company: 1004268. 20

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

PORTOCON CONTAINERS LIMITED

Passed the 29th day of August, 1973.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 29th day of August 1973, the following SPECIAL RESOLUTION was duly passed :-

That the name of the Company be changed to PORTOCON LIMITED.

Chairman.

COMPANIES REGISTRATION OFFICE 19 SEP 1973

THE LONDON LAW AGENCY LTD
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, E.C.4.

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1004268

21

I hereby certify that

PORTOCON CONTAINERS LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

PORTOCON LIMITED

Given under my hand at London the 20th September 1973

(M. TAYLOR)
Assistant Registrar of Companies

/22

THE COMPANIES ACTS 1948 - 1967

Copy

ORDINARY RESOLUTION

(pursuant to Section 141 Companies Act 1948)

of

PORTOCON LIMITED

passed 5th November 1973

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held on 5th November 1973 the following ORDINARY RESOLUTION was duly passed:-

"That the Authorised Capital of the Company be increased to £150,000 by the creation of 50,000 shares of £1 each which shall be issued on such terms and at such time or times as the Board shall determine and shall rank pari-passu in all respects with the existing shares in the Company."

.....

Chairman

No. of Company 1004268 / 23

THE COMPANIES ACTS 1948 TO 1967

Notice ~~and statement~~ of increase in nominal capital

To the Registrar of Companies

Name of Company PORTOCON Limited*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/~~extraordinary/special~~* resolution of the company dated the 5th November 1973, the nominal capital of the company has been increased by the addition thereto of a sum of £ 50,000 beyond the registered capital of £ 100,000. The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
50,000	Ordinary	one pound (£1.00)

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

All shares in the Company rank pari-passu

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. ~~A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927~~

Signed [signature]

State whether Director or Secretary DIRECTOR

Date 5th 73

* *Delete as necessary*

Presented by: Harrowells
9 Parliament Street
York.

THE LONDON LAW AGENCY LIMITED COMPANY REGISTRATION AGENTS G. W. TEMPLE CHAMBERS, TEMPLE AVENUE, EC4Y 0HP

-4 DEC 1973

Presentor's reference:

Number of Company: 1004268

COMPANIES REGISTRATION OFFICE
19 VIII 75

FEE PAID £ 40·00
COMPANIES REGISTRATION

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PORTOCON LIMITED

Passed the 24th day of July, 1975.

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 24th day of July, 1975, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to FISHER-THOMPSON GROUP LIMITED.

JOHN S. RYMER

Chairman.

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1004268

36

I hereby certify that

PORTOCON LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

FISHER-THOMPSON GROUP LIMITED

Given under my hand at London the 8th September 1975

(F. WHIPP)

Assistant Registrar of Companies

145

Ernst & Whinney

Hull Office

21 December 1979

The Secretary
Fisher-Thompson Group Limited
Cranswick
Driffield
North Humberside
YO25 9PG

Dear Sir

NOTICE OF RESIGNATION

We hereby confirm our intention to resign as auditors of Fisher-Thompson Group Limited with effect from 21 December 1979.

In so resigning, we confirm that there are no circumstances which we consider should be brought to the notice of the members or creditors of the company. A copy of this letter is enclosed which, in accordance with section 16(3) of the Companies Act 1976, must be forwarded within fourteen days to the Registrar of Companies.

We shall be pleased if you will acknowledge receipt of this letter.

Yours faithfully

Ernst & Whinney

COMPANIES REGISTRATION
2 FEB 1980
OFFICE

371 924/D.

1 40 cert
By transfer.

Number of Company : 1004268 60

THE COMPANIES ACTS 1948 to 1981

ACCEPT UNSTAMPED & 40
NC/CN CN 25829
SIGNED
DATE 25.3.85

COMPANY LIMITED BY SHARES

(copy)

SPECIAL RESOLUTION

of

FISHER-THOMPSON GROUP LIMITED

passed the 12th day of March 1985

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened, and held on the 12th day of March 1985, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to FISHERS AGRICULTURAL HOLDINGS LIMITED.

COMPANIES R.O.I. 22 MAR 1985 OFFICE NC

Chairman

R/4 YORK/HARR/L.

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1004268

61

I hereby certify that

FISHER-THOMPSON GROUP LIMITED

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

FISHERS AGRICULTURAL HOLDINGS LIMITED

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

D. C. H. BUSHER

an authorised officer

2/4

Number of Company : 1004268 62.

THE COMPANIES ACTS 1948 to 1981

COMPANIES REGISTRY OFFICE 22 MAR 1985

COMPANY LIMITED BY SHARES

(copy)

SPECIAL RESOLUTION

of

FISHER-THOMPSON GROUP LIMITED

passed 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 THE FISHER GROUP LIMITED.

Chairman.

RES. FOR PUBLIC FILE
NO ACTION TAKEN

COMPANIES REGISTRY OFFICE 30 JAN 1985

COMPANIES REGISTRATION OFFICE L C 29 JAN 1985

[illegible] LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE
LONDON EC4Y 0DB

S/ YORK/HARK 63

New Arts to follow

Number of Company: 1004268 | 163

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

(copy)
SPECIAL RESOLUTION

of

FISHER-THOMPSON GROUP LIMITED

Passed the 26th day of February 1985

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened, and held on the 26th day of February 1985, the following SPECIAL RESOLUTIONS were duly passed:-

1. That the contract proposed to be made between the Company and Elizabeth Mary Bell Harrison which will entitle or oblige the Company to purchase 19,353 shares of and in the Company if the undermentioned conditions are fulfilled be authorised. The conditions are:-

(a) that the option is exercised by the Company within the option period specified therein, or

(b) within one month following the expiration of the option period Mrs. Harrison requires the Company to purchase the shares, and

(c) the Board of the Inland Revenue confirm within the period specified therein that the payment of the option price specified therein is a payment to which Section 53 of the Finance Act 1982 will apply and is a transaction to which Section 460 of the Income & Corporation Taxes Act 1970 will not apply.

2. That the contract proposed to be made between the Company and Rowland Enfield Kirk for the purchase of 6,500 shares of and in the Company if the undermentioned condition is fulfilled be authorised. The condition is that the Board of Inland Revenue confirm within the period specified therein that the payment of the option price specified therein is a payment to which Section 53 of the Finance ACt 1982 will apply and is a transaction to which Section 460 of the Income & Corporation Taxes Act 1970 will not apply.

CHAIRMAN

COMPANIES REGISTRATION
L C
29 MAR 1985

Wise | York | Harrow

Artsbreath

Number of Company : 1004268 | 65 -

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

(copy)

SPECIAL RESOLUTION

of

FISHER-THOMPSON GROUP LIMITED

passed the 8th day of January 1985

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

> That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

CHAIRMAN.

[illegible] NEW AGENCY LTD.
[illegible]
TEMPLE AVENUE,
[illegible]
York | Harrow

COMPANIES REGISTRATION OFFICE
13 MAY 1985

o. 1,004,268

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FISHERS AGRICULTURAL HOLDINGS LIMITED
(Adopted by Special Resolution passed on the 8th day of January 1985)

COMPANIES REGISTRATION
L C
13 MAY 1985
OFFICE

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 10, 11, 24, 75, 77 and 79 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. 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 those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of Shares in the Company.

YORK (HARROW)

6. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

(A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;

(B) purchase its own Shares (including any redeemable Shares);

(C) make a payment in respect of the redemption or purchase under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 54 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 89 to 94 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 of Table A shall be modified accordingly.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. 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 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

TRANSFER AND TRANSMISSION OF SHARES

15. The instrument of transfer of any Share in the Company shall be in writing, and shall be executeed by or on behalf of the transferor and transferee, and duly attested, and the transferor shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof.

16. Subject to the provisions hereinafter contained any Member may transfer all or any of his Shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

17. Except where the transfer is made pursuant to Articles 27, 28 and 29 hereof, any person, whether a Member of the Company or not, proposing to transfer any Share (hereinafter called the proposing transferor) shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. 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 any person willing to purchase the Share (hereinafter called the "purchasing Member") at the price so fixed or at the option of the purchasing Member at the fair value to be fixed by an independent Umpire after hearing the Valuer's acting on behalf of the proposing transferor and the purchasing member respectively. A 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. A transfer notice shall not be revocable except with the sanction of the Directors.

18. Shares comprised in any transfer notice shall be offered to the other Members of the Company as nearly as may be in proportion to the existing Shares held by them respectively.

19. If the Company shall, within the period of twenty-eight days after being served with a transfer notice, find a purchasing Member and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value fixed in accordance with Article 8 hereof, to transfer the Share to the purchasing Member.

20. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may receive the purchase money 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 shall be a good discharge to the purchasing Member and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

21. If the Company shall not, within the period of twenty-eight days after being served with a transfer notice, find a purchasing Member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to Article 15 hereof, to sell and transfer the Share (or where there are more Shares than one those not placed) to any person and at any price.

22. If any Share of a deceased Member shall not have been transferred in accordance with Articles 27 or 28 hereof within a period of six months from the date of his death and in the event of the death of any other Member of the Company, the Directors may at any time thereafter cause a notice to be served upon the legal personal representatives of the deceased requiring them within a period of twenty-one days after service of such notice to deliver to the Company a transfer notice pursuant to Article 8 hereof in respect of the said Share and if the said representatives make default in complying with the notice served upon them as aforesaid a transfer notice shall be deemed to have been delivered by them to the Company upon the last day of the said period of twenty-one days and the fair value thereof for the purpose of such notice shall be determined in accordance with Article 8 hereof.

23. If any person shall become entitled to a Share in consequence of the bankruptcy of any Member the Directors may cause a notice to be served upon the person so becoming entitled to a Share requiring him within a period of twenty-eight days after service of such notice to deliver to the Company a transfer notice pursuant to Article 8 hereof in respect of the said Share and if such person makes default in complying with the notice served upon him as aforesaid a transfer notice shall be deemed to have been delivered by him to the Company upon the last day of the said period of twenty-eight days and he shall be deemed to have specified in such transfer notice the amount paid upon the Share as the fair value thereof.

24. The Directors shall require evidence to satisfy themselves of the facts in relation to any transfer made or expressed to be made in pursuance of Articles 27, 28 and 29 hereof and shall refuse to register any transfer of Shares made or expressed to be made in contravention of the provisions of these Articles, and may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of Shares (except any transfer to which Articles 27, 28 or 29 apply) whether or not the same be fully paid to a person of whom they do not approve. The Directors may also suspend the registration of transfers at such times and for such periods as they may from time to time determine but so that such registration shall not be suspended for more than thirty days in any year. The Directors may decline to recognise any instrument of transfer unless (A) a fee not exceeding two shillings and sixpense is made to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal and return to him the instrument of transfer.

25. The Company shall be entitled to charge such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine for registering any probate, letters of administration, certificate of marriage or death, or other instrument relating to or affecting the title to any Shares.

26. On the death of any Member (not being one of two or more joint holders of a Share) the legal personal representatives of such deceased Member shall be the only persons recognised by the Company as having any title to the Share or Shares registered in his name.

27. Any Member of the Company may, subject to Article 25 hereof, transfer or by Will bequeath any Share held by him to a member or members of his family as hereinafter defined and in the case of such bequest the legal personal representatives of the deceased Member may subject as aforesaid transfer the Shares so bequeathed to the legatee or legatees.

28. Any Member of the Company may, subject to Article 24 hereof, transfer or by Will bequeath any Share held by him to one or more Trustees for the benefit of himself or of any member of his family as hereinafter defined: Provided nevertheless that in so far as such trustees are required by the Will or by any deed of Settlement or by the statutory trusts governing intestacy to hold any Share in trust for the absolute and immediate benefit of any person other than a member of the family of such Member such Trustees shall within a period of two months from the date of the grant of probate of the Will of the Testator or Letters of Administration of the estate of the Intestate, or the determination of a life interest (as the case may be) serve upon the Company a transfer notice in respect of such Share and, if such Trustees fail to serve notice within the said period they shall be deemed at the expiration of such period to have served such transfer notice and to have specified therein the amount paid up on the Shares as the fair value thereof.

29. Where any Shares are held upon the trusts of any deed or Will or upon the said statutory trusts a transfer thereof may be made upon any change or appointment of new trustees.

30. For the purpose of these Articles the family of a Member of the Company shall be deemed to include his or her wife or widow, husband or widower, child or other lawful issue (but not adopted children), father, mother, brother, sister, nephew or niece but no other person.

31. Subject to Articles 22, 23 and 27 hereof, a person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled and shall be subject to the same liabilities as if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company: Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been complied with.

32. Subject to the provisions of Articles 22, 23, 27 and 28 hereof, any person becoming entitled to a Share or Shares by reason of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time be required by the Directors, elect either to be registered as a Member in respect of such Share or Shares, or to make such transfer of the Share or Shares as the deceased or bankrupt person could have made. If the person so becoming entitled shall elect to be registered himself he shall give to the Company a notice in writing signed by him that he so elects. The Directors shall in either case have the same right to refuse or suspend registration as they would have had if the death or bankruptcy of the Member had not occurred and the notice of election or transfer were a transfer executed by that Member.

WINDING UP

33. If the Company shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid-up Capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Member in proportion to the Capital paid-up, or which ought to have been paid-up, on the Shares held by them respectively at the commencement of the winding up. But this clause is to be without prejudice to the rights of the holders of Shares issued upon special conditions.

/67

This print is filed pursuant to Section 9 of the European Communities Act 1972 AGENCY LIMITED

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

COMPANIES LAW L 2 22 MAY 1985 OFFICE

MEMORANDUM OF ASSOCIATION

OF

FISHERS AGRICULTURAL HOLDINGS LIMITED
(As altered by Special Resolution passed on the 13th day of September 1972)

1.* That the Name of the Company is "FISHERS AGRICULTURAL HOLDINGS LIMITED".

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

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

(AA) To carry on business as a commercial and Industrial Holding Company and to incorporate or acquire in any manner the Shares or Capital of or any interest in any other Company or firm wherther subsidiary or otherwise the acquisition of an interest wherein may appear to be beneficial to the interest of the Company; to co-ordinate and manage through the Holding of the shares and interests of the Company in its subsidiary and other companies and the firms and business in which it is interested the businesses, activities and affairs of such companies and firms or any of them; to finance and aid any such companies or firms by loans, guarantees subvention payments or otherwise, to invest the monies of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any Company, corporation, governmental or other authority, trust firm or person constituted or carrying on business in any part of the world and to acquire by purchase or otherwise for any estate or interest and to hold for investments real and personal property of every description or kind; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into, assist, or participate in financial transactions, undertakings, and businesses of every description and to carry on, develop, and extend the same, or sell, dispose of or otherwise turn the same to account, and generally to carry out all the functions of an industrial holding company.

THE LONDON LAW AGENCY LTD TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y 0HP

(A) (i) To apply for, register, hold, purchase or otherwise acquire any patents or patents for Containers or any other inventions, and to obtain exclusive or other privileges in respect of the same, and in any part of th world, and to acquire, manage, develop, promote, finance, sell, lease, exploit, let or grant or otherwise deal in and turn to account any patents, patent rights, licences, inventions, brevets d'invention, concessions, trade marks, designs, copyrights,

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* The Name of the Company was, on the 20th day of September 1973, changed from "PORTOCON CONTAINERS LIMITED" on the 8th day of September 1975 from "PORTOCON LIMITED" to "FISHER-THOMPSON GROUP LIMITED" and on the 29th day of March 1985 from "FISHER-THOMPSON GROUP LIMITED" to "FISHERS AGRICULTURAL HOLDINGS LIMITED"..

Park/Harrow.

protections, rights or privileges of every description, or any interest in the same; and exercise, use or grant licences or privileges in respect of, or otherwise deal with or turn to account any patent or other rights, either in the United Kingdom or in any part of the world, and to expend money in experimenting upon the testing and improving or seeking to improve any patents, inventions or rights, whatsoever, and to Design, Invent, manufacture and produce, and trade and deal in machinery, attachments, devices, products, appliances and things capable of being manufactured, produced, traded or dealt in by virtue, or in connection with any such patents, brevets d'inventions, concessions, licences, inventions, trade marks, designs, copyrights, protections, rights or privileges as aforesaid; to finance inventions, businesses and undertakings of all kinds in all stages of their development, and to undertake and carry on business transactions or operations commonly undertaken or carried on by Financiers, Capitalists, Concessionaires, Contractors and Merchants, and to enter into, handle, administer, assist or participate in financial, commercial, mercantile, industrial, or other undertakings and businesses of all kinds, and to carry on, re-organise, develop and extend the same, or sell, dispose of, and deal with or otherwise turn the same to account.

(ii) To purchase from the manufacturer any containers or other goods manufactured under any Patent and generally deal in the same, to carry on all or any of the businesses of Agricultural Engineers and Contractors, Manufacturers, Merchants, Hirers and Letters on Hire of, and Dealers in Tractors, Agricultural, Horticultural and Dairy Implements, Machinery and Utensils of all kinds, Land Drainage Contractors, Contractors for Tractor Work, Ploughing and all operations connected with the cultivation of the soil, Farmers, Graziers, Millers, and Corn Merchants, Stock and Poultry Breeders, Producers, Raisers and Growers of, and Dealers in Agricultural, Horticultural, Farm, Garden and Orchard Produce of all kinds, Market Gardeners, Nurserymen, Seedsmen and Florists, Dairymen, Contractors for the supply and delivery of Milk, Wholesale and retail Butchers, Bakers, Grocers and Provision Merchants, Manufacturers and Merchants of, Agents for, and Dealers in Feeding Stuffs, Manurial Products and Fertilisers of every description, Buyers, Keepers, Breeders, Exporters and Commission Salesmen of, and Dealers in Cattle, Horses, Sheep, Pigs, Poultry and all kinds of Live and Dead Stock, Haulage and Cartage Contractors, Proprietors, Builders and Contractors, Builders' Merchants, Coal, Coke and Timber Merchants, Proprietors of Camping and Caravan Sites, and General Merchants, Agents and Traders.

(B) To buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things of every description capable of being used in connection with the foregoing businesses, or any of them, or likely to be required by any of the customers of, or persons having dealings with the Company.

(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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving 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 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 and raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwsie), 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 attaining 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 the 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 other 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 other securities of the 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 carried 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 contributiroy 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 dispoing.

(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 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 £1,000 divided into 1,000 Shares of £1 each.

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* By Ordinary Resolutions passed in the years 1972 and 1973 the Share Capital was increased to £150,000 divided into 150,000 Shares of £1 each.

04.10.13

Number of Company: 1004268 172

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

(Copy)
ORDINARY RESOLUTION

of

FISHERS AGRICULTURAL HOLDINGS LIMITED

Passed the 9th day of January, 1986

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened, and held on the 9th day of January, 1986, the following ORDINARY RESOLUTION was duly passed:-

THAT:

(a) the authorised share capital of the company be increased from £150,000 to £1,000,000 by the creation of 850,000 new ordinary shares of £1 each.

(b) the sum of £572,256 (being part of the amount standing to the credit of the capital reserve, as shown in the books of the company) be capitalised and, accordingly, that the directors be authorised and directed to appropriate and distribute such sum as capital to and amongst the holders of the 63,584 issued ordinary shares of £1 each in the capital of the company on the register of members at the close of business on 9th January, 1986 in proportion to their holdings of such shares at that time and to apply such sum on behalf of such shareholders in paying up in full 572,256 new ordinary shares of £1 each to be allotted and distributed, credited as fully paid up, to and amongst such shareholders in the proportion of nine new ordinary shares of £1 each for each ordinary share then held; such new ordinary shares of £1 each to rank pari pasu in all respects with the existing issued ordinary shares of £1 each in the company, and

(c) the directors be hereby authorised (for the purposes of Section 80 of the Companies Act 1985) to allot the said 572,256 new ordinary shares of £1 each in accordance with this resolution, such authority to expire on 31st May, 1986.

J. Horsley
SECRETARY

COMPANIES REGISTRATION
M
6 MAR 1986
62
OFFICE

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use 713

Company number 1004268

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

Name of company

* FISHERS AGRICULTURAL HOLDINGS LIMITED

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 9TH JANUARY 1986 the nominal capital of the company has been increased by £ 850,000 beyond the registered capital of £ 150,000.

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow: PARI PASSU WITH EXISTING SHARES.

MINUTE

It was proposed by J S Rymer, seconded by M R Anderson and carried unanimously that the authorised share capital of the company be increased from £150,000 to £1,000,000 by the creation of 850,000 new ordinary shares of £1 each.

Please tick here if continued overleaf

† delete as appropriate

Signed [Director][Secretary]† Date 15-1-86

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

For official Use

General Section

Post room

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)

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 1004268

Name of company

* FISHERS AGRICULTURAL HOLDINGS LIMITED

*insert full name of company

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

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

†Delete as appropriate

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 ALLIED MILLS LIMITED

, company number 37410

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.~~

‡ Delete if signed by Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed [signature] Assistant 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

HODGSON IMPEY
CHARTERED ACCOUNTANTS

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

5th April 1990
Our ref 19/29/JPG

The Directors,
Fishers Agricultural Holdings Limited,
Cranswick,
Driffield,
YO25 9PG.

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

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

10642 68

HODGSON IMPEY

CHARTERED ACCOUNTANTS

5th April 1990
Our ref 19/29/JPG

The Directors,
Fishers Agricultural Holdings 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

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

Number of)
Company) 1004268

The Companies Act 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF THE MEMBERS IN WRITING

of

FISHERS AGRICULTURAL HOLDINGS 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 Allied Mills Limited

_____ DIRECTOR
For and on behalf of A.B.H. Nominees Limited

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

COMPANIES
M

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: 1004268

Name of company

*Insert full name of company

• FISHERS AGRICULTURAL HOLDINGS 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 ALLIED MILLS LIMITED

, company number 37440

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
NEW HOUSE
3-5 RICKMANSWORTH ROAD
WATFORD, HERTS.
WD1 7HG

For official use

DEB

Post room

1004268

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 Agricultural Holdings Ltd
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 *AP7T98YE* 117
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

A member of BKR International