

No. of Company1221759.....

Form No. 41

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of CompanySOUTHBURN FARMS..... Limited*

I,GEORGE ALBERT CORDEROX,.....
ofTEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP,.....

Do solemnly and sincerely declare that I am ~~not a person named~~ a person named
in the Articles of Association as a Secretary
of

.....SOUTHBURN FARMS..... 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 ...TEMPLE CHAMBERS,.....
.....TEMPLE AVENUE,.....
.....LONDON, E.C.4.....

the18TH..... day ofJuly.....
one thousand nine hundred andSeventy Five.....
before me.

A. R. PONSFORD

A Commissioner for Oaths (see note (b) below)

- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a director", or "a person named in the articles of association as a secretary"
- (b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

THE LONDON LAW AGENCY LIMITED,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP.

TELEPHONE: 01 - 353 9471 (4 lines).

Presentor's reference:

N/C 206602/1

1221759 / 3

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£50 -

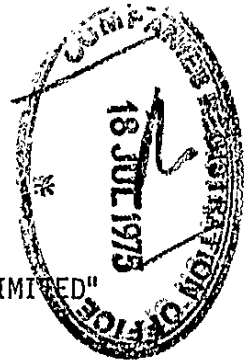
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SOUTHBURN FARMS LIMITED



1. The Name of the Company is "SOUTHBURN FARMS LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) To carry on the business of farming in all its branches, and in connection therewith, to acquire and deal in farm and other land and premises; to act as farm managers and experts, consultants and advisers in every branch of farming, stockbreeding, grazing and other agricultural enterprises; to carry on all or any of the businesses of 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, manufacturers, merchants, hirers and letters on hire of, and dealers in agricultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; 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.

York/Hare.



- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any 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, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, 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.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business 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.

- (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, licences, trade marks, designs, protections, and concessions, 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 improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) 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, 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.
- (J) 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.
- (K) 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.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities 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, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) 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.
- (O) To subscribe for, 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 remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To 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 dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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 this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

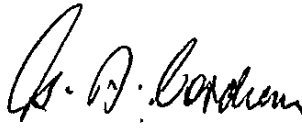
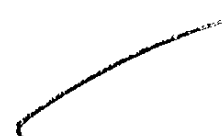
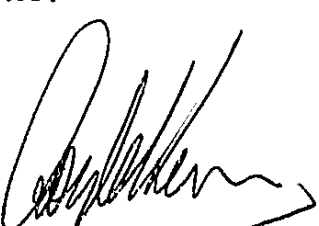

- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The Liability of the Members is limited.

5. The Share Capital of the Company is £30,000
divided into 30,000 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	Number of Shares taken by each Subscriber
 GEORGE A. CORDEROY, Temple Chambers, Temple Avenue, London, EC4Y OHP. Company Director.	One 
 ROY C. KEEN, Temple Chambers, Temple Avenue, London, EC4Y OHP. Company Director.	One 

DATED the 1st day of July, 1975.

WITNESS to the above Signatures :-

NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London, EC4Y OHP.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

1221759 / 4

ARTICLES OF ASSOCIATION

OF

SOUTHBURN FARMS LIMITED

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") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, 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 apply to the Company.

SHARES.

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

GENERAL MEETINGS.

5. 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.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. 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.

7. The first Directors of the Company shall be appointed by the Subscribers hereto by an Instrument in writing under their hands.

8. 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 in Part I of Table A shall be modified accordingly.

9. 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.

10. 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.

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTORS.

12. 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.

ACCOUNTS.

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

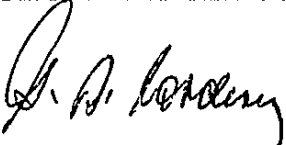
TRANSFER OF SHARES.

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


SECRETARY.

16. The first Secretary of the Company shall be GEORGE ALBERT CORDEROY.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


GEORGE A. CORDEROY,
Temple Chambers,
Temple Avenue,
London, EC4Y OHP.

Company Director.


ROY C. KEEN
Temple Chambers,
Temple Avenue,
London, EC4Y OHP.

Company Director.

DATED the 1st day of July, 1975.

WITNESS to the above Signatures :-

NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London, EC4Y OHP.


Nigel L. Blood



CERTIFICATE OF INCORPORATION

No. 1221759

I hereby certify that

SOURCEBURN FARMS 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 4th August 1975

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

Number of Company: 1221759

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

SOUTHBURN FARMS LIMITED

Passed the 4th day of August, 1975.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on the 4th day of August, 1975, 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.

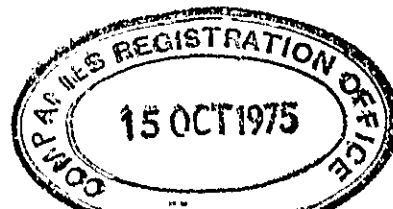
G. D. Lowery

Chairman.

Presented by:-

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

Gae/YORK/HARROWELLS



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SOUTHBURN FARMS LIMITED

Still Private.

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") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, 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 apply to the Company.

SHARES.

3. 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, and on such terms, and in such manner as they think fit.

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

GENERAL MEETINGS

5. 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".

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 (except as provided by paragraph 2 (4) of the Seventh Schedule to the Act) 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 Article 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 Valuers 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 Article 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 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 up on 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 so 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 50p 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 50p 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 15 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 (including adopted children), grand-child, mother, father, 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.

DIRECTORS

24. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. 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.

25. 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 in Part I of Table A shall be modified accordingly.

26. 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.

27. 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.

28. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTORS

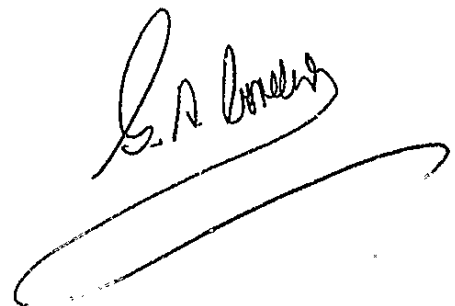
29. Any Director may appoint any person approved by the Board to

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.

ACCOUNTS

30. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

31. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

A handwritten signature in dark ink, appearing to read "E. R. Jones", is written over a large, horizontal, slightly wavy line that serves as a baseline or underline.

Number of Companies: 221759

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

(COPY)

SPECIAL RESOLUTION

OF

SOUTHBURN FARMS LIMITED



Passed on the 1st day of December 1976

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened, and held on the 1st day of December 1976, the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to J.S.R. FARMS LIMITED".

Chairman

Presented by:-
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP.

Presented by:-
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP.

6/12/76



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1221759

111



I hereby certify that

SOUTHEURN FARMS LIMITED

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

J.S.R. FARMS LIMITED

Given under my hand at Cardiff the **11TH JANUARY 1977**

D.A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

Company Number 1221759

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF

J.S.R. FARMS LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Southburn Offices, Southburn, Drifffield, North Humberside
on the 8th day of March 1990, the following Ordinary and Special Resolutions were passed:-

ORDINARY RESOLUTION

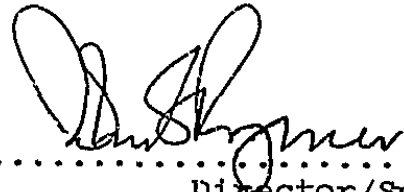
1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

R3.399/DM
ORDERS
21 ST THOMAS ST
BRISTOL



SPECIAL RESOLUTION

2. That pursuant to the provision contained in Section 95(1) of the Companies Act 1985, the Directors are hereby given power to allot equity securities pursuant to the authority conferred by Resolution 1 above as if Section 89(1) of that Act did not apply to the allotment referred to below, and according the proposed allotment of shares hereinafter referred to shall be under the control of the Directors for a total period of seven days from the date of passing of this resolution. The Directors may, during such period allot, grant options over, or otherwise dispose of the same to such persons, on such terms and in such manner as they see fit. The said issue of shares shall not exceed 3,231 shares in total. Upon the expiry of seven days from the date of the passing of this resolution the provisions of Section 89(1) of the said Act shall apply.



.....
Director/Secretary

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

Company number

[] [] [] []

1221759

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

Name of company

* J.S.R. FARMS LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 4th October 1990 the nominal capital of the company has been
increased by £ 2,000,000 beyond the registered capital of £ 30,000.

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

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

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:

X The new shares rank pari passu in
all respects with the existing shares.

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

Please tick here if
continued overleaf



Signed

Director

Designation†

Date

4.10.1990

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL BS1 6JS
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TELEGRAMS GLOD 74 JORD07



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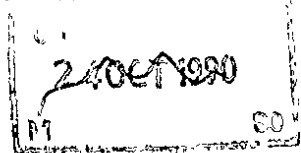
Presentor's name address and
reference (if any):

R 36399 / DM
JORDANS
21 ST THOMAS ST
BRISTOL.

For official Use
General Section



Post room



NUMBER OF COMPANY 1221759

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF

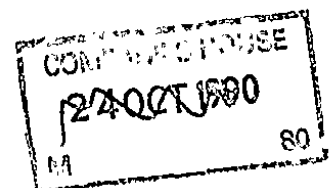
J S R FARMS LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Southburn Offices, Southburn, Drifffield, North Humberside on the 14th day of October 19 90, the following Ordinary and Special Resolutions were passed:-

ORDINARY RESOLUTIONS

1. That the capital of the Company be increased from £30,000 to £2,030,000 by the creation of 2,000,000 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.
2. (a) That the Company's authorised share capital of £2,030,000 at present divided into 2,030,000 shares of £1 each be converted into 30,000 Ordinary shares and 2,000,000 Preference shares of £1 each and accordingly the 6,231 issued shares and 23,769 unissued shares of the Company be re-designated as 30,000 Ordinary shares of £1 each and the remaining 2,000,000 of the unissued shares of the Company be re-designated as 2,000,000 Preference shares of £1 each.

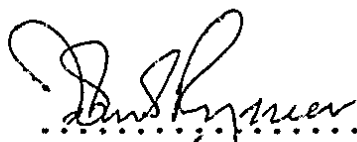
236399 / DRT
JORDANS
21 ST MONAGS ST
BRISTOL



(b) That there should be attached to the 30,000 Ordinary shares and the 2,000,000 Preference shares the rights and conditions as set out in the Articles of Association of the Company to be adopted as set out in the next succeeding Resolution.

SPECIAL RESOLUTION

3. That the Regulations set forth in the printed document attached to this Resolution, and for the purpose of identification marked with an "A" be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.


.....
Director/Secretary

A

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

J.S.R. FARMS LIMITED

(Adopted by Special Resolution passed on the 14th day of October 1990)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL AND SHARES

2. (a) The share capital of the Company is £2,030,000 divided into 30,000 Ordinary shares of £1 each and 2,000,000 6% Cumulative Preference shares of £1 each (hereinafter referred to as "the Preference shares"). Save as provided by the following provisions of these Articles, the Ordinary and Preference shares shall rank *pari passu*.

(b) The rights attaching to the Ordinary shares and Preference shares shall be the following:-

(i) As to income

The profits which the Company determined to distribute in respect of any financial year shall be applied first in paying to the Preference shareholders a fixed cumulative preferential dividend of 6 per cent per annum (exclusive of the imputed tax credit available to shareholders) on the amounts paid up or subscribed thereon. The said dividend shall be payable (if and so far as, in the opinion of the Directors, the profits of the Company justify such payment) half yearly on the 5th April and 5th October.

(ii) As to capital

The Preference shares shall on a winding up or other repayment of capital entitle the holders to have the assets of the Company available for distribution amongst the Members applied, in priority to any other class of shares, in paying to them *pari passu*;

(1) the capital paid on such shares;

(2) a sum equal to any arrears or deficiency of the fixed cumulative dividend on such shares (whether earned or declared or not) calculated down to the date of repayment of capital and thereafter the Preference shares and the Ordinary shares shall be entitled to participate in any such distribution *pari passu* as if the same constituted one class of share.

(iii) As to voting rights

The Preference shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting of the Company.

(iv) The Preference shares shall not confer the right to any further or other participation in the profits or assets of the Company.

(c) All shares shall be under control of the Directors who may (subject to Section 80 of the Act and to paragraph (e) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(d) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(e) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company.

6. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 87 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

12. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

13. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act from and after the bringing in to force of Section 137 of the Companies Act 1989.

(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER AND TRANSMISSION OF SHARES

14. 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.

15. Except where the transfer is made pursuant to Article 25, 26 or 27 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 Valuers 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.

16. Share 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.

17. 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 15 hereof, to transfer the share to the purchasing Member.

18. 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.

19. 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 22 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.

20. If any share of a deceased Member shall not have been transferred in accordance with Article 25 or 26 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 15 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 15 hereof.

21. 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 15 hereof in respect of the said share and if such person makes default in complying with the notices 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 up on the share as the fair value thereof.

22. 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 25, 26 and 27 hereof and shall refuse so 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 25, 26 or 27 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 six pence 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.

23. The Company shall be entitled to charge such fee, not exceeding two shillings and six pence 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.

24. 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.

25. Any Member of the Company, may, subject to Article 22 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.

26. Any Member of the Company may subject to Article 22 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.

27. 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.

28. For the purposes 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 (including adopted children), grandchild, mother, father, brother, sister, nephew or niece but no other person.

29. Subject to Articles 20, 21 and 25 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 shares, 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

30. Subject to the provisions of Articles 20, 21, 25 and 26 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.

JSR Farms Limited
Southburn Offices
Southburn
Drifffield
Humberside
YO25 9ED

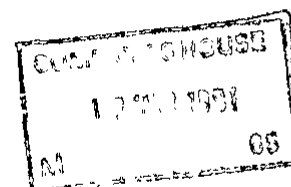
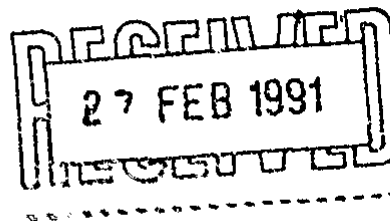
February 6, 1991
Our ref 17/JVA/1064

Dear Sirs

In response to your request, we hereby resign as auditors to the company with immediate effect.

Yours faithfully

Ernst & Young



JSR Farms Limited
Southburn Offices
Southburn
Drifffield
Humberside
YO25 9ED

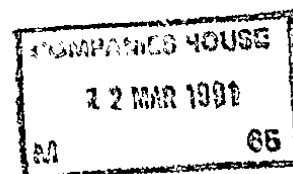
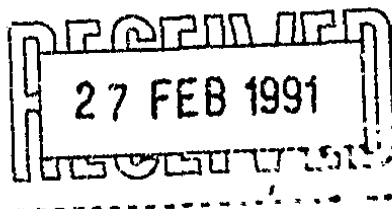
February 6, 1991
Our ref 17/JVA/1064

Dear Sirs

In connection with our resignation as auditors to the company we confirm that there is no information which we consider should be drawn to the attention of the members or creditors of the company (registered number 1221759).

Yours faithfully

Ernst & Young





Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1221759

1221759

Name of company

J.S.R. FARMS

Limited

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 17th July 1993 the nominal capital of the company has been
increased by £ 1,970,000 beyond the registered capital of £ 2,030,000

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

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

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:

Please tick here if
continued overleaf

☐

Signed

[Signature]

Designation: Director

Date 17th July 1993

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

For official Use
General Section

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

THE LAW SERVICES
ASSOCIATION

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Tel: 01-353 9471 (10 lines)



Number of Company: 1221759

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

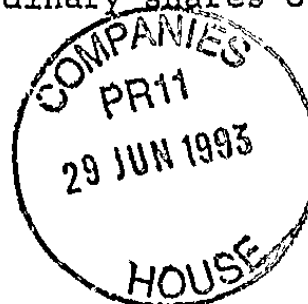
ORDINARY RESOLUTIONS

OF

JSR FARMS LIMITED

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held on the 17th day of July 1993, the following ORDINARY RESOLUTIONS were duly passed:-

1. THAT the Ordinary Share Capital of the Company be increased from £30,000 to £2,000,000 by the creation of 1,970,000 Shares of £1 each ranking in all respects pari passu with the 30,000 existing Ordinary Shares of £1 each in the Capital of the Company.
2. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the passing of this Resolution; and that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting. Save that the Directors may notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
3. THAT it is desirable to capitalise the sum of £1,873,800 being part of the amount standing to the credit of the reserves of the Company and accordingly that the said sum of £1,873,800 be set free for distribution among the holders at the time of passing of this Resolution of the Ordinary Shares in the proportion of 300 (three hundred) for every 1 (one) such ordinary share now held by them on condition that the same be not paid in cash but be applied in paying up in full 1,873,800 ordinary shares of £1 each



Cont....

in the capital of the Company at present unissued to be allotted and issued credited as fully paid up at par to and amongst such members in the proportion of 300 (three hundred) new ordinary shares of £1 each for every 1 (one) ordinary share of £1 each now held PROVIDED THAT fractional entitlements shall be ignored and holders of ordinary shares shall not be entitled to fractional certificates or payments in lieu of them.

.....Chairman