

41

## THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the  
requirements of the Companies Acts 1948 to 1976  
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering\* delete if  
inappropriate

Company number

14159731

Name of Company

PANTILES NURSERIES

Limited\*

DEREK HARRY JOHN PATTISON

of 22-24 COWPER STREET, LONDON EC2A 4AP

do solemnly and sincerely declare that I am † a person named as secretary of the Company  
in the statement delivered under Section 21 Companies Act 1976

of PANTILES NURSERIES

Limited\*

and that all the requirements of the Companies Acts 1948 to 1976  
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 1835Declared at 87 High Street, E 1 in  
Greater London

the Twenty-ninth day of May

One thousand nine hundred and

Seventy Nine

before me

A Commissioner for Oaths ‡

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

HART+CO. (CITY ROAD) LIMITED,

22-24 Cowper Street,  
London EC2A 4AP,

Telephone 01-251 4901

For official use

General section

Post room

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976‡ or Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths

00812214

# Memorandum of Association

THE COMPANIES ACTS, 1948 to 1976  
COMPANY LIMITED BY SHARES

OF PANTILLES NURSERIES LIMITED

1415973/3

1. The name of the Company is

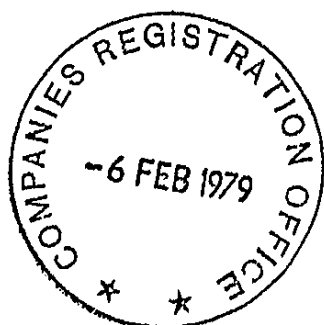
PANTILLES  
NURSERIES LIMITED

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 business as landscape gardeners and sports ground contractors, manufacturers, exporters, importers, merchants and dealers in all types of crazy and other pavings, tree-fellers, dealers in all logs and firewood, fences and walls, whether made of concrete, iron, steel, wire, plastic, wood, brick or a combination of these or other materials and substances; seedsmen, florists and market gardeners in all their branches, makers and builders of lily ponds and pools, aquariums, rockeries, planners and layers out and makers of bowling greens, public and private gardens, cricket and other recreation grounds, and the provision of all kinds of sportswear and equipment, whether for outdoor or indoor sports, games and pastimes in all their branches; dealers in all kinds of horticultural supplies, makers and builders of greenhouses, sheds and other outhouses; dealers in turf and manures and fertilisers, whether natural or artificial and all the ingredients for the making thereof, wholesale and retail, distinct and separate; proprietors of stone, sand, slate and other gravel quarries; manufacturers, importers and exporters of all kinds of products, articles, goods, buildings, apparatus, garden and other ornaments; makers of hard and soft tennis and other courts, bowling greens, putting greens, cricket pitches and sportsfields; to carry on business as manufacturers, owners, buyers, sellers, hirers, repairers, cleaners, storers and general dealers in agricultural machinery of all kinds, and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with all or any of the above businesses or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property.

2/PT/500000/24



HART & CO. (CITY ROAD) LIMITED  
22/24 Cowper Street, City Road, EC2A 4AP



- (B) To guarantee or give security for the payment or performance of any debts, contracts, or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stocks, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (G) To borrow money and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (H) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of

all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copy-rights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights and information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (W) To aid in the establishment and support of, any schools and any educational, scienti-

fic, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

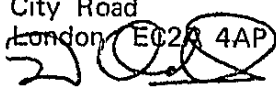
It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses 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.

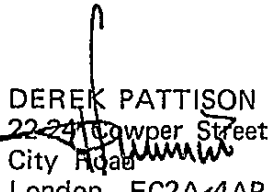
---

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
--	---

DAVID ORDISH  
22-24 Cowper Street  
City Road  
London EC2A 4AP  
  
Company Director

ONE



  
DEREK PATTISON  
22-24 Cowper Street  
City Road  
London EC2A 4AP  
Company Director

ONE





---

DATED THIS 15th DAY OF JANUARY 1979

Witness to the above Signatures -

  
LAWRENCE TOOHEY  
22-24 Cowper Street  
City Road, London EC2A 4AP

Formation Manager.



# Articles of Association

THE COMPANIES ACTS, 1948 to 1976  
COMPANY LIMITED BY SHARES

OF PANTILES NURSERIES LIMITED

1415973/4

## PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1976 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended (hereinafter referred to as "Part II of Table A"), shall apply to the Company. Reference to any provision of the Acts shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92 and 99 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as permitted by the Acts.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation II of Part I of Table A shall extend to all shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such shares.

SHARE TRANSFERS

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.

11. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
12. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he is representing.
13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
14. The office of a Director shall be vacated:-
  - (1) If by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigns the office of Director.
  - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
  - (3) If he becomes of unsound mind.
  - (4) If he is prohibited from being a Director by reason of any order made under the Acts.
  - (5) If he is removed from office by a resolution duly passed in accordance with the Acts.

#### BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by them and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

SECRETARY


17. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

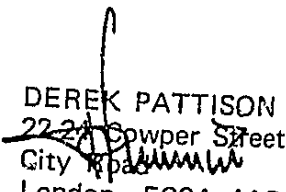
INDEMNITY

18. Subject to the provisions of the Acts, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

---

Names, Addresses and Descriptions of Subscribers

DAVID ORDISH  
22-24 Cowper Street  
City Road  
London EC2A 4AP  
  
Company Director

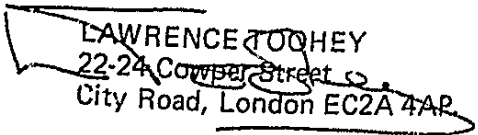
DEREK PATTISON  
  
22-24 Cowper Street  
City Road  
London EC2A 4AP

Company Director

---

DATED THIS 15<sup>th</sup> DAY OF JANUARY 1979

Witness to the above Signatures -

LAWRENCE TOOHEY  
  
22-24 Cowper Street  
City Road, London EC2A 4AP

Formation Manager.



Please do not  
write in this  
binding margin

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

\* delete if  
inappropriate

# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Company number

1415973/5

Name of Company

PANTILES NURSERIES
Limited*

The intended situation of the registered office of the company  
on incorporation is as stated below

T. R. J. ELSDON ESQ.
5 THE CAUSEWAY
CHESSINGTON, SURREY KT9 1DB

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X
---

HART + CO. (CITY ROAD) LIMITED
22-24 COWPER STREET
LONDON EC2A 4AP

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

--

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

HART+CO. (CITY ROAD) LIMITED  
22-24 Cowper Street  
London EC2A 4AP  
Telephone 01-251 4901

reference C1

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DAVID FRANCIS ORDISH	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	22-24 COWPER STREET LONDON EC2A 4AP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
COMPANY DIRECTOR - HART + CO. (CITY ROAD) LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 15 JAN 1979	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please do not write in this binding margin




**Important**

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

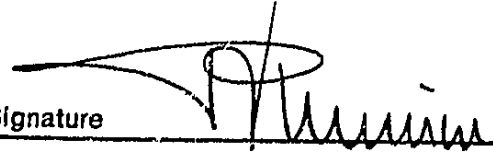
Name (notes 2 & 7)	DEREK HARRY JOHN PATTISON
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	22-24 COWPER STREET LONDON EC2A 4AP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 15 JAN 1979

Signed by or on behalf of the subscribers of the memorandum\*

\* as required by section 21(3) of the Companies Act 1976

Signature  [Subscriber] [Agent]† Date 15 JAN 1979

† delete as appropriate

Signature  [Subscriber] [Agent]† Date 15 JAN 1979



## CERTIFICATE OF INCORPORATION

No. 1415973

I hereby certify that

**PANTILLES NURSERIES LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 20TH FEBRUARY 1979

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

# Special Resolution

Companies Act 1948-1976

Company Limited by shares

OF

MAY 21 0908 CH 0040.00

PANTILLES NURSERIES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the  
above named Company duly convened and held at  
22-24 Cowper Street, London EC2A 4AP

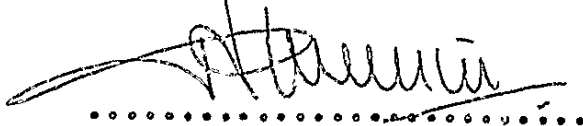
on the 20th day of February 1979. the sub-  
joined SPECIAL RESOLUTION was duly passed, viz:-

60

## Resolution

THAT the name of the Company be changed to:-

PANTILES NURSERIES LIMITED



D.H.J. Pattison,  
Secretary.



Company No: 1415973

8



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 3415973

9

I hereby certify that

**PANTILES NURSERIES LIMITED**

60

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

**PANTILES NURSERIES LIMITED**

Given under my hand at Cardiff the **21ST MAY 1979**

**E. A. WILSON**

*Assistant Registrar of Companies*

3

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

Name of company

117

1415973

\*delete if inappropriate

PANTILES NURSRIES

Limited\*

## Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

3 0 0 6

†delete as appropriate

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

3 0 0 6 1 9 8 4

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]‡ of \_\_\_\_\_

‡delete as appropriate

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

§delete as appropriate

Signed

*[Signature]*

[Director] [Secretary] §Date

17/2/84

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

For official use  
General section



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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

**J27**

COMPANY LIMITED BY SHARES

[COPY]

**ordinary resolution(s)**

Company Number

1415973

of PANTILES NURSERIES

..... Limited

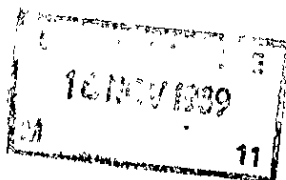
Passed the 18th..... day of October..... 1989..

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Pantiles Farm, Almers Road, Lyne, Chertsey, Surrey.....

on the 3rd..... day of July..... 1989..

the following OF ORDINARY RESOLUTION(S) was/were duly passed:—

'That the directors be empowered under the provisions of section 80(5) Companies Act 1985 to exercise their general authority to allot securities to the extent of the company's unissued authorised share capital of £19,900 for a period of five years from the date of this resolution.'



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**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRIMINGHAM PLACE  
LONDON W1P 6EE  
TELEPHONE 01 593 3030  
TELEX 201610



*B. Fall*  
DIRECTOR SECRETARY

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

[COPY]

**special resolution(s)**

**J3782**

Company Number

1415973

**name of company**

PANTILES NURSERIES

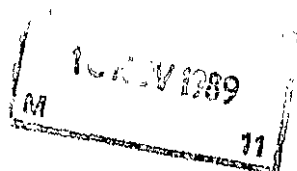
Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Pantiles Farm, Alnpers Road, Lyne, Chertsey, Surrey

on the 18th day of October 1989

the following SPECIAL RESOLUTION(S) was/were duly passed:-

'That the authorised share capital of the company be increased from 100 ordinary shares of one pound each to 20,000 ordinary shares of one pound each. The increased share capital shall rank *pari passu* in every respect with the previously authorised share capital.'



SIGNED

*B. J. C.*  
DIRECTOR/SECRETARY

**NOTES:**

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

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**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 8EE  
TELEPHONE 01 253 3030  
TELEX 281013



1415973.

# Firth Floyd

Chartered Accountants

The Old Rectory, Church Street  
Weybridge, Surrey, KT13 8DE  
Telephone: (0932) 851317  
Fax: (0932) 855049

Our Ref: AEF/DM/4750

19th July 1991

The Company Secretary,  
Pantiles Nurseries Limited,  
Almners Road,  
Lyne,  
CHERTSEY,  
Surrey. KT16 0BJ

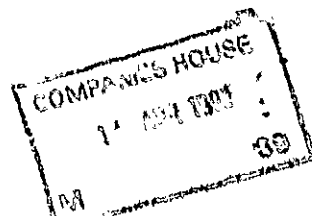
Dear Sir,

In accordance with the Companies Act 1985 section 390, we wish to inform you of our intention to resign as auditors of Pantiles Nurseries Limited with immediate effect.

In our opinion there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

A copy of this notice should be deposited with the Registrar of Companies within fourteen days of receipt.

Yours faithfully,



Partners: Graham J. Firth F C A, Allen E. Floyd F C A, Bruce K. Morley F C A, Robert J. Smith F C A,  
Michael H. Dawes F C A.

A Member of the UK "200" Group of Practising Chartered Accountants

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

**G**

**225(1)**

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

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

\* insert full name of company

**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

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

Company number

1415973

Name of company

PANTILES NURSERIES LIMITED

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

3 1 0 8

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

3 1 0 8 1 9 9 4

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

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

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.

6. Signed

*R. J. Cladd*

Designation†

DIRECTOR

Date 15.11.93

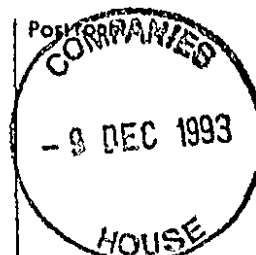
Presenter's name address

telephone number and reference (if any):

R. J. Cladd F.C.A.  
1 Canesworde Road  
Dunstable  
Beds. LU6 3JJ

For official use

D.E.B.



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