

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin

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

*Insert full name of company

For official use

Company number

--	--	--	--

1926820

Name of company

FOOD AND AGRICULTURAL RESEARCH MISSION
--

I, JOHN JEREMY ARTHUR COWDRY,

of 84, Temple Chambers,

Temple Avenue,

London EC4Y 0HP

† 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

do solemnly and sincerely declare that I am

a solicitor of the Supreme Court engaged in the formation†

~~a person named as director or secretary of the company in the statement delivered under section~~~~21 of the Companies Act 1976~~

of

FOOD AND AGRICULTURAL RESEARCH MISSION

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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,
in the City of London

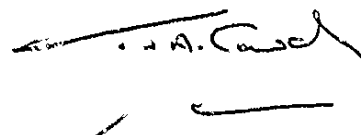
the 13th day of June

One thousand nine hundred and eighty nine

before me Mr. (JAMES)

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant



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

The London Law Agency Ltd
Temple Chambers,
Temple Avenue,
London EC4Y 0HP

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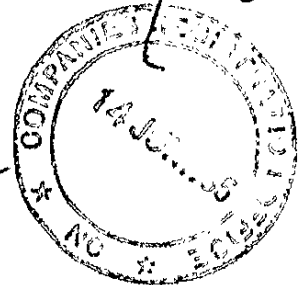
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

1926828

MEMORANDUM OF ASSOCIATION
OF

FOOD AND AGRICULTURAL RESEARCH MISSION



1. The Name of the Company (hereinafter called "the Association") is "FOOD AND AGRICULTURAL RESEARCH MISSION".
2. The Registered Office of the Association will be situate in England.
3. The Objects of the Association is established so far as the same are charitable but not otherwise shall be:-
 - (1) To promote the improvement of agriculture, horticulture, food production, storage and distribution and conduct research in these subjects and to publish the results of such research and to disseminate knowledge for the benefit of the public and to encourage skill and industry in husbandry;
 - (2) To promote the improvement of livestock and poultry and the prevention and eradication of disease therein;
 - (3) To promote the education of the public in, and the furthering of the interests of agriculture, horticulture, aboriculture, apiculture, animal husbandry and industries allied thereto;
 - (4) To promote the improvement of methods of agriculture, horticulture and animal husbandry;
 - (5) To promote the improvement of agriculture and horticultural machinery tools and appliances;
 - (6) To hold shows for the exhibition of livestock, poultry, farm produce and horticultural produce and for the exhibition of machinery, implements, tools and appliances;

In furtherance of the above but not otherwise the Association shall have the following powers:-

- (A) To erect and acquire buildings, structures, plant and machinery.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Association.

Presented by

THE LONDON LAW AGENCY LTD.
TRADE MARKS,
TEMPLE AVENUE,

18/06/1985



- (C) To sell, let, mortgage, dispose of or turn to account (including to members of the Association) all or any of the property or assets of the Association as may be necessary for the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To make payments or subscriptions to or establish, support, aid or guarantee money for any charity or charitable purpose whether or not connected in any way with the purposes of the Association or calculated to further its objects; to grant pensions and retirement benefits to or for employees or former employees of the Association and to the widows, children and other dependants of deceased employees; and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees or former employees, their widows, children or other dependants.
- (H) To arrange for and carry out the amalgamation with the Association of any other charitable body corporate or unincorporate having purposes similar to those of the Association on such terms regarding the taking over wholly or in part of the undertaking assets and liabilities of the other body, the admission as members of the Association of members of the other body and generally as may be thought fit.
- (I) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iv) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or other Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own

acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or other Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or Charity Commissioners over such Council or other Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

SUBJECT as aforesaid the objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not (except when the context expressly so requires) be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Association. None of such sub-clauses or the object or objects therein specified or the powers conferred thereby shall be deemed to be subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Association shall have full power to exercise all or any of the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum above the base rate for the time being of any London clearing bank on money lent or reasonable and proper rent for premises demised or let by any member to the Association, nor prevent the gratuitous distribution among or sale at a discount to members or any other persons of any records, statistics, periodicals, books or other publications, whether published by the Association or otherwise relating to any of its objects as set forth, nor prevent any member who may be a successful exhibitor at any such show as is mentioned in paragraph (6) of Clause 3 hereof from receiving as such exhibitor any prize, medal or other recognition which may, under the regulations affecting the said show, be awarded to such member, nor prevent the Association repaying to any member all or any of the out-of-pocket expenses reasonably and properly incurred by such member in or about the exhibition of anything at any show approved for this purpose by the Association.

5. The liability of the members is limited. /

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £2.00.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. No such addition, alteration or amendment shall be made to the provisions of the Memorandum or Articles of Association for the time being in force, as shall make the Association a company to which Section 25 of the Companies Act 1981 does not apply.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ARTHUR MICHAEL WOOD
LONDON HOUSE
68 UPPER RICHMOND ROAD
LONDON S.W.15

Michael Wood

DIRECTOR GENERAL A.M.R.E.C.

MARTIN FRANCIS WOOD
MANOR HOUSE, LITTLE WITTENHAM,
ABINGDON, OXON OX14 4RA.
ENGINEER.

M.F. Wood

DOUGLAS ARCHIBALD STODDART
7 ALAN ST OXFORD
BUSINESSMAN.

[Signature]

MARTIN DEARMAN JANSON,
MEADOW COTTAGE,
CHRISTMAS COMMON,
WATLINGTON, OX9 5HR
OXON.

[Signature]

BUSINESSMAN

Dated the *24th* day of *May* 19 *85*

Witness to the above Signatures:-

LINDA FRANCIS

Linda Francis

2, SEAWALL

DYNCHURCH

ROMNEY MARSH

KENT

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

~~1077088~~

1926828 / 3

ARTICLES OF ASSOCIATION
OF
FOOD AND AGRICULTURAL RESEARCH MISSION

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Acts 1948 to 1981.
These Presents	These Articles of Association and the regulations of the Association from time to time.
The Association	The above-named Company.
The Council	The Council for the time being of the Association.
The Office	The registered office of the Association.
Members	All members including (unless contrary to the context) Vice Presidents.
The Seal	The Common Seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and

Words importing individuals shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

PURPOSES

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is unlimited.

4. The provisions of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. Subject as aforesaid membership of the Association shall be at the absolute discretion of the Council and the Council shall not be required to give any reason for rejecting any person who applies for Membership.

6. Sponsor membership may be granted to trade associated institutions and other interested bodies having a connection with the horticultural and agricultural industry and who wish to support the Association, its aims and objects.

7. Sponsor members will be entitled to receive copies of all statistical information, as circulated to members of the Association and any other information regarding the activities of the Association as determined from time to time by the Council.

8. Sponsor members shall not be entitled to receive notice of or to attend and vote at any General Meetings of the Association but the Council may in its discretion give notice of such meetings to Sponsor members and permit them to attend and participate thereat without voting.

9. (a) Vice-Presidents and other members shall be elected upon the applicant completing the appropriate form and upon payment of the subscription of the amount that shall be determined by the Council, subject to the right of the Council to decline any application without giving any reason for so doing.

(b) The Council shall have the power to elect Patrons or Honorary Vice-Presidents or Honorary Members for life or any other period and Honorary Officers annually.

10. Members shall be individual persons or bodies corporate. An individual may however state in his application for membership (or with the consent of the Council at any time during his membership) that he is to be regarded as a representative of an unincorporated firm or association and in that case the privileges attaching to his membership (other than the right to attend and vote at meetings or other rights exercisable at meetings) shall be exercisable by the firm or association which he represents. A Member who is such a representative shall cease to be such a representative if he or the body he represents gives notice to that effect to the Association. On ceasing to be a representative he shall (unless he resigns) continue to

be a member in his own right. Unless otherwise notified a representative member shall continue to represent a firm or other body notwithstanding any change in the partners or other persons constituting the body. Members who were representative members under the rules of the Old Society replaced by these Articles shall be deemed to have been appointed representatives under this Article.

11. A person wishing to become a member shall make written application for membership and no person shall be admitted a member of the Association unless he is first approved by the Council.

12. The Privileges of Membership shall not be transferable and shall cease on death and shall be such as determined by the Council subject to ratification as hereinbefore mentioned.

Provided that the Council may from time to time restrict the above privileges or vary the same and the Council may make regulations as to the manner in which the privileges are to be enjoyed.

13. Any member wishing to resign Membership of the Association shall give notice in writing of his or her intention to do so, addressed to the Secretary on or before the 31st day of December in any year.

14. If any member shall be guilty of any conduct which is in the opinion of the Council prejudicial or likely to be prejudicial to the Association such member shall be liable to expulsion by a resolution of the Council provided that at least fourteen days before the meeting of the Council at which such resolution is to be proposed the Members shall have had notice thereof and of the intended resolution for expulsion and the grounds thereof and that he shall at such Meeting and before the resolution is put to the Meeting have had an opportunity of giving either orally or in writing any explanation or defence he may think fit.

15. In any case where any such resolution for expulsion is duly passed by the Council the name of the member concerned shall forthwith be removed from the Register of Members.

16. A member so expelled shall not have any claim to a return of any money paid by him to the Association by way of annual subscription.

17. Membership shall also cease if a member be dissolved or go into liquidation whether voluntary or compulsory (otherwise than for the purpose of reconstruction) or if a receiver for debenture holders be appointed for any assets of the member and the member does not satisfy the Association that such receiver has been discharged within three calendar months from his appointment, or if such member makes conveyance or assignment of its property to a trustee or trustees for the benefit of or executes any deed of arrangement in favour of or makes any composition with its creditors generally or any class of its creditors.

18. A Member expelled or whose membership is cancelled, under Article 14 hereof, shall forfeit all rights in and claims upon the Association except money due to him on loan or secured by debentures, but he shall in any event remain liable for all monies due from him to the Association.

GENERAL MEETINGS

19. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months

after the holding of the last preceding Annual General Meeting, and that, so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

20. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

21. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by the Act.

22. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat; or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

23. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

25. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

26. Save as herein otherwise provided, ten members shall be a quorum.

27. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

28. The President or the Chairman or the Vice Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such President, Chairman or Vice Chairman or if at any meeting no such officer shall be present within five minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Council, or if no such

member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

29. The Chairman of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded, or declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

31. Subject to the provisions of Article 32, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

33. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

34. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

35. Subject as hereinafter provided, every member shall have one vote.

36. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member.

37. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a representative for a corporation may vote on a show of hands. A proxy must be a member.

PATRON AND OFFICERS

38. The Patron of the Association shall be such person as shall from time to time accept that position on the invitation of the President and Chairman. The Patron shall have the maximum privileges attaching to any class of membership of the Association.
39. There shall be a President, Chairman, Vice-Chairman and such other Honorary Officers, as the Association shall determine at each Annual General Meeting of the Society. At such meeting the Chairman, Vice Chairman and other Honorary Officers shall retire from Office but shall all be eligible for re-election.
40. The Association may at the meeting at which the holders of the officers mentioned in Article 39 retire in manner aforesaid fill up the vacated offices by electing persons thereto and in default of appointment the retiring Officer shall, if offering himself for re-election, be deemed to have been re-elected.
41. No person not being President, Chairman, Vice-Chairman, Honorary Officers or Honorary Treasurer retiring at the meeting, shall, unless recommended by the Council for election be eligible for election to the office of President, Chairman, Vice Chairman, Honorary Officers or Honorary Treasurer as the case may be unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four nor more than fourteen intervening days.
42. The Council may, from time to time and at any time appoint a President, Chairman, Vice Chairman, Honorary Officers or Honorary Treasurer to fill a casual vacancy.
43. The Officers of the Association (and the immediate past Chairman) shall be ex-officio members of the Council and the President shall be entitled to the maximum privileges attaching to any class of membership.

THE COUNCIL

44. The Council shall consist of the ex-officio members, ordinary members and any co-opted members referred to in Article 45. Until otherwise determined by a general meeting the number of ordinary members of the Council shall not be more than twenty.
45. The Council may from time to time and at any time appoint any member of the Association as an ordinary member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. Provided always that the Council may at any time and from time to time appoint any member of the Association as a co-opted ordinary member of the Council and such member so appointed shall retire at the next Annual General Meeting. Provided always that there shall not be at any one time more than four such co-opted members of the Council.
46. No person who is not a member of the Association shall in any circumstances be eligible to hold office as member of the Council.

POWERS OF THE COUNCIL

47. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

48. The Council may from time to time make Bye-Laws (not being inconsistent with the Memorandum of Association of the Association or these presents) in relation to the Association and the governance and management of its affairs and shows and may at any time amend, vary, add to or repeal any bye-laws so made (any such amendments, variations, additions or repeals not being inconsistent as aforesaid) and all bye-laws so made for the time being in force shall be binding upon the members. The Council shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws, amendments, variations, additions and repeals.

49. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the ordinary members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for the members for the time being of the Council to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

50. The office of a member of the Council shall be vacated:-

- (A) If a receiving order is made against him or he makes arrangements or compositions with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he becomes prohibited from holding office by reason of any order made under the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to the Act.
- (G) If he ceases to be a member by virtue of the Act.

ROTATION OF ORDINARY MEMBERS OF THE COUNCIL

51. At each Annual General Meeting, commencing with the Annual General Meeting for 1987, one third of the ordinary members of the Council for the time being or if their number is not a multiple of three then the number nearest to but not greater than one third, shall retire from office.

52. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority in the absence of agreement the members to retire shall be selected according to the alphabetical order of the first letters (or if those are the same of the second letters) of their surnames, persons with those letters earlier in the alphabet being selected before persons with those letters later, or between persons, having the same first two letters shall be selected by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall not be eligible for re-election for at least one year thereafter.

53. The Association may, at the meeting at which an ordinary member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, unless at such meeting, it is expressly resolved not to fill such vacated office.

54. No person shall, unless recommended by the Council for election, be eligible for election to ordinary membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

55. The prescribed time referred to in Article 54 shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than seven nor more than fourteen intervening days.

PROCEEDINGS OF THE COUNCIL

56. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, which shall never be less than five. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

58. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

59. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

60. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council, Provided always that the actions

and proceedings of any such committee shall be reported back promptly and fully to the Council. The President, Chairman and Vice-Chairman of the Council and the Honorary Officers shall be ex-officio members of all sub-committees on which only Members of the Association shall be eligible to serve. Committees may with the approval of the Council co-opt specialist persons in an advisory capacity.

SECRETARY

61. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

62. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of either a member of the Council and the Secretary or of two members of the Council, who shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

63. The Council shall cause proper books of account to be kept with respect to
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

64. The books of account shall be kept at the Office or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Council.

65. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member of the Association (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

66. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Act.

67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

68. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

69. Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Council being treated as the Directors mentioned in the Act.

NOTICES

70. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.

71. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

72. Any notice, if served by post, shall be deemed to have been served in the case of first class post on the first day and in the case of second class post on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

73. Clause 7 of the Memorandum of Association, relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

TRANSITIONAL PROVISIONS

74. The first President, Chairman, Vice Chairman, Honorary Officers, Honorary Treasurer, Ordinary Members of the Council Auditors and Secretary shall consist of those persons willing to accept such office, who at the date of incorporation of the Association hold the above various offices and appointments in the Old Society, and unless otherwise determined by a General Meeting of the Association shall respectively hold these various offices and appointments until the first Annual General Meeting of the Association but shall then be eligible for re-election.

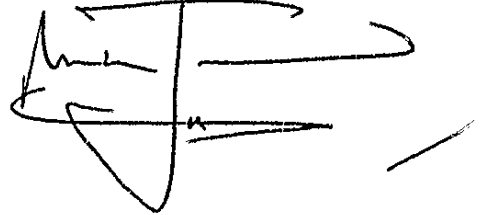
PROFITS AND DIVIDEND

75. The Association's profits, if any, or other income shall be applied in promoting its objects as set out in the Memorandum of Association. The payment of dividends to Members is prohibited.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARTIN DEARMAN JANSON,
MEADOW COTTAGE,
CHRISTMAS COMMON,
WATLINGTON, OX9 5TR
OXON.

BUSINESSMAN



ARTHUR MICHAEL WOOD
LONDON HOUSE
68 UPPER RICHMOND ROAD
LONDON S.W.15.

DIRECTOR GENERAL A.M.R.E.F.

Arth Michael Wood

DOUGLAS ARTHUR STODDART
7 ALLAN ST OXFORD
BUSINESSMAN



MARTIN FRANCIS WOOD
MANOR HOUSE, LITTLE WITTENHAM
ABINGDON, OXON, OX14 4RA
ENGINEER

M.F. Wood

Dated the 24th day of May 1985

Witness to the above Signatures:-

LINDA FRANCIS
2, SEAWALL,
DYMCHURCH
ROMNEY MARSH
KENT

Linda Francis



Please do not
write in this
binding margin

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

*delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1981

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

To the Registrar of Companies

For official use

1926828

Name of Company

FOOD AND AGRICULTURAL RESEARCH MISSION

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

ST. GEORGE'S MANSIONS,
GEORGE STREET,
OXFORD, OX1 2AR

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

Presented by:-

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

Number of continuation sheets attached (see note 1)

1

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

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



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE LONDON EC4Y 0HP Tel 01-353 9471 (10 Lines)

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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

† enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	ARTHUR MICHAEL WOOD		Business occupation	DIRECTOR GENERAL M.M.R.E.F.
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 4)	LONDON HOUSE 68 UPPER RICHMOND ROAD LONDON S.W.15		Date of birth (where applicable)(note 6)	28.1.19
Other directorships †	DIRECTOR - AFRICAN MEDICINE AND RESEARCH FOUNDATION			
I hereby consent to act as director of the company named on page 1				
Signature	Arthur Michael Wood		Date	29/5/85

Name (note 3)	MARTIN DEARMAN JANSON		Business occupation	BUSINESSMAN
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 4)	MEADOW COTTAGE CHRISTMAS COMMON, WATLINGTON OXON, OX9 5HE		Date of birth (where applicable)(note 6)	7-1-47
Other directorships †	NIL			
I hereby consent to act as director of the company named on page 1				
Signature			Date	29/5/85

Name (note 3)	DOUGLAS ARCHBOLD STODART		Business occupation	BUSINESSMAN
Previous name(s) (note 3)			Nationality	BRITISH
Address (note 4)	7 ALAN ST OXFORD		Date of birth (where applicable)(note 6)	11/1/1936
Other directorships †	COUNTRYMAN HOMES LTD OXFORD TILSFIELD LTD PETERBOROUGH			
I hereby consent to act as director of the company named on page 1				
Signature			Date	29/5/85

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.

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:-

Name (notes 3 and 7)	DOUGLAS ARCHIBALD STODART	
Previous name(s) (note 3)		
Address (notes 4 and 7)	7 ALAN ST OXFORD	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 29/5/85

Name (notes 3 and 7)		
Previous name(s) (note 3)		
Address (notes 4 and 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature	Date	

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

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

Signature M. F. Wood [Subscriber][Agent]† Date 29.5.85

†delete as
appropriate

Signature M. F. Wood [Subscriber][Agent]† Date 29.5.85

Subscriber 29.5.85

Subscriber 29.5.85

Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 1
to Form No. 1

For official use

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

*delete if
inappropriate

Name of company

1026828

FOOD AND AGRICULTURAL RESEARCH MISSION

Limited*

Particulars of the first directors (continued) (note 2).

Name (note 3) MARTIN FRANCIS WOOD	Business occupation ENGINEER
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) MANOR HOUSE, LITTLE WITTENHAM, ABBINGDON OXON. OX14 4RA	Date of birth (where applicable) (note 6) 19.4.27
Other directorships † THE OXFORD INSTRUMENTS GROUP plc ORBIT PRECISION MACHINING LTD META MACHINES LTD	
I hereby consent to act as director of the company named on page 1	
Signature M.F. Wood	Date 29/5/88

† enter particulars
of other director-
ships held or
previously held
(see note 5). If
this space is
insufficient
continue overleaf.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date



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Company Registration Agents, Printers and Publishers

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Complete reverse

G

Please do not
write in this
binding margin

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

Note

This declaration
should accompany
the application for
the registration of
the company.

* Insert full name
of company

† 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

THE COMPANIES ACTS 1948 TO 1981

Declaration on application for the registration of a company exempt from the requirement to use the word "limited"

Pursuant to section 25 (4)(a) of the Companies Act 1981

Form No. 61

61

For official use

Company number

--	--	--	--

1926828

Name of Company

FOOD AND AGRICULTURAL RESEARCH MISSION	*
--	---

I, JOHN JEREMY ARTHUR COWDRY

of 84 TEMPLE CHAMBERS

TEMPLE AVENUE LONDON EC4Y 0HP

being a SOLICITOR OF THE SUPREME COURT ENGAGED IN THE FORMATION

of FOOD AND AGRICULTURAL RESEARCH MISSION

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

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

in the CITY OF LONDON

the 13th day of June

One thousand nine hundred and eighty five

before me Mrs (J. MANNING)

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Signature of Declarant

J. J. A. Cowdry

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

Presented by -

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

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New companies section

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FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1926828

I hereby certify that

FOOD AND AGRICULTURAL RESEARCH MISSION

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

27TH JUNE 1985

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

To the Registrar of Companies

For official use

Company number

6

1927828

Name of company

FOOD AND AGRICULTURAL RESEARCH MISSION

XXXXXX

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside should
be completed as
in the following
examples:

Please mark X in the box below if a public company

Day Month

31 12

X complete

31 March

Day Month

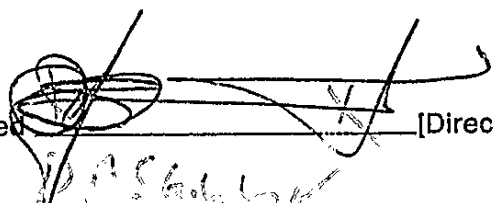
31 03

5 April

Day Month

05 04

31 December

† delete as
appropriateSigned  [Director] [Secretary] † Date 12.7.85Presenter's name, address and
reference (if any):

Presented by:
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TEMPLE AVENUE,
LONDON EC4Y 0HP

For official use
General Section

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The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

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1912.6828

DARTCLAIM LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

EXPRESS
COMPANY REGISTRATIONS LIMITED
Ewerth House, 25-35 City Road, London EC1Y 1J4
Telephone: 01 558 3271/01 628 6434 Telex: 887475



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DARTCLAIM LIMITED

1. The Company's name is DARTCLAIM LIMITED

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(A) To carry on all or any of the businesses of fishermen, owners, charterers, fitters, and repairers, of and dealers in trawlers, ships, smacks and other craft and vessels of all kinds; ship and boat builders, shipwrights, shipsmiths, engineers, engine fitters, rope, sail; mast, block, net and tackle makers, and dealers, wholesale and retail dealers in and exporters and merchants of fish, and seafoods of every description, fish processors, preservers, curers, salters, driers, preparers, packers, canners and salesmen, box and packing case makers, ice manufacturers and merchants, salt merchants, proprietors of refrigerating and cold stores, oil, wood, coal, coke and patent fuel, and manure merchants, proprietors of and dealers in motor and other vehicles of every description, garage proprietors, haulage contractors, shipping, passenger, and general tourist agents, forwarding agents, freight contractors, ships' chandlers, stevedores, marine storekeepers, warehousemen, wharfingers, insurance brokers and agents, commission agents, liver oil manufacturers, refiners and merchants, butchers, grocers, confectioners, caterers, preservers, and merchants of and dealers in provisions and foodstuffs of every description, tobacconists and general merchants, importers, exporters, traders and dealers; and to buy, sell, manufacture, and deal in goods, wares, merchandise, commodities, materials, produce, articles, and things of every description capable of being dealt with in connection with the above-mentioned businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.

(B) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(C) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(D) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

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

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

(G) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(H) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company,

EX

subsidiary, fellow subsidiary or associated company as aforesaid).

(I) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(J) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(K) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(L) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(M) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(N) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(O) To promote any other company for the purpose of acquiring the whole or any part of the business or property

or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(P) 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.

(Q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(R) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(S) 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 or other securities of the Company.

(T) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or 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 and generally to provide advantages, facilities and services for 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, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(U) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(V) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(Y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The liability of the Members is limited.

5. The Company's share capital is ~~£100~~ ^{89,000} divided into ~~100~~ ^{89,000} shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

DAVID JOHN GRANT

ONE

EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1Y 1AA

JOHN REGAN

ONE

EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1Y 1AA

TOTAL SHARES TAKEN

TWO

DATED THE 1st day of July 1985

WITNESS to the above signatures:

YAP KIM LAN

EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1Y 1AA

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DARTCLAIM LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (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.

(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.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) 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.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be

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made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) 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.

(d) 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 authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation 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. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) 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) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) 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.

(c) 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. Whenever the minimum number of the 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 80 (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 executed 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 executed 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.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (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

12. (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.

INDEMNITY

13. (a) Every Director or other officer 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) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID JOHN GRANT

EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1Y 1AA

JOHN REGAN

EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1Y 1AA

DATED THE 1st day of July 1985

WITNESS to the above signatures:

YAP KIM LAN

EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1Y 1AA

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Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380050

FOOD AND AGRICULTURAL RESEARCH
MISSION
ST GEORGES MANSIONS
GEORGE STREET
OXFORD
OX1 2AR

Please address any reply to the Registrar

quoting reference DEF6 1926828

Gazette Date 10 MAY 1988

COMPANIES ACT 1985

FOOD AND AGRICULTURAL RESEARCH
MISSION

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives
NOTICE that at the expiration of three months from the date of this Notice the name of your
company will, unless cause is shown to the contrary, be struck off the register and the company
will be dissolved.

P F McKeever

P F McKEEVER
for Registrar

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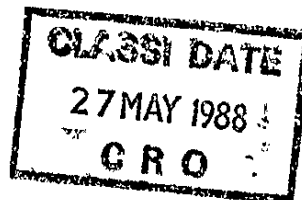
STRIKING OFF ACTION DISCONTINUED

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FOOD + AGRICULTURAL RESEARCH MISSION LTD

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 19/5/88


for Registrar



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

ACCEPT UNSTAMPED & FILED
#E/CN 26309
SIGNED Robin Woodgatt
DATE 18-1-90

COMPANY NUMBER 1926828

COMPANY NAME Food And Agricultural Research Mission

At an Extraordinary General*/Annual-General*/General* Meeting of the members of the above named company, duly convened and held at:

22, GILBERT STREET, LONDON W1Y 1RT

on the 5th day of October 19 89

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Food And Agricultural Research Management
LIMITED

Signature: [Signature]
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1926828

I hereby certify that

FOOD AND AGRICULTURAL RESEARCH MISSION


having by special resolution changed its name,

is now incorporated under the name of

**FOOD AND AGRICULTURAL RESEARCH
MANAGEMENT LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 24 JANUARY 1990


J.D.M. STEPHENS

an authorised officer

CON 26108 RWT

1926828
for Frank
26308
Robert Wilmot
18-148

Food and Agricultural Research Management Limited
(formerly Food and Agricultural Research Mission Limited)

I hereby certify that at an Extraordinary General Meeting of Food and Agricultural Research Mission Limited held on 5 October 1989 the following Special Resolution was passed:

"That the name of the Company be changed to Food and Agricultural Research Management Limited".

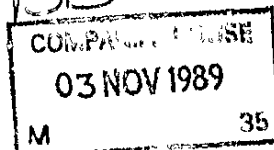
Signed

Peter W. Wilmot
Honorary Secretary
17 October 1989

FILE
ON
CHANGE OF NAME
BB



Re 22 Gilbert Street
London W14 1RT



240/100632

Chartered Accountants
The Grant Thornton Group
15 Abchurch Lane
London EC4N 3DF

Grant Thornton 

Our ref: FT36:HC/ACT/MPW/AMF/R

1926878

The Secretary
Farm Limited
22 Gilbert Street
London
W1Y 1RS

15 January 1990

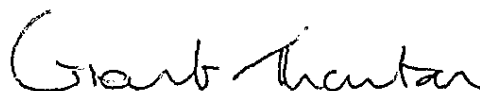
Dear Sir

In accordance with the Companies Act 1985 section 390, we wish to inform you of our intention to resign as auditors of Farm 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.

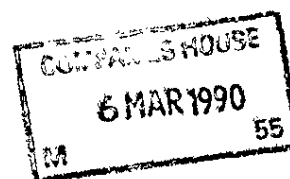
Yours faithfully



Grant Thornton

Raywood House
Walton Street
Aylesbury
Bucks HP21 2QP
Tel 0296 434231
Telex 833845 GT AXI
Fax 0296 436166

Authorized by the Institute of
Chartered Accountants in England
and Wales for company secretary
business. A copy of this notice has been
submitted to the above address and
to Grant Thornton House
London Square, London EC4N 3DF



1926828

FOOD AND AGRICULTURAL RESEARCH MANAGEMENT LIMITED

I hereby certify that at an Extraordinary General Meeting of Food and Agricultural Research Management Limited held on 8 February 1990, the following Resolution was passed.

"That with immediate effect Messrs Gerald Edelman be appointed Auditors of Food and Agricultural Research Management Limited in place of Messrs Grant Thornton."

Signed
Peter W Wilmot
Honorary Secretary
5 March 1990

