

Philpot Enterprises Limited 2816834

**Minutes of an extraordinary general meeting held at
West Town Farm, Farm Road, Taplow, Berkshire, SL6 0PT on
Monday 11th September 2006**

Present

Simon Craig Philpot (representing Growfresh Limited) (Chairman)

ELECTIVE RESOLUTION

IT WAS RESOLVED that the following elective resolutions are effective within the Company from the 11th September 2006:

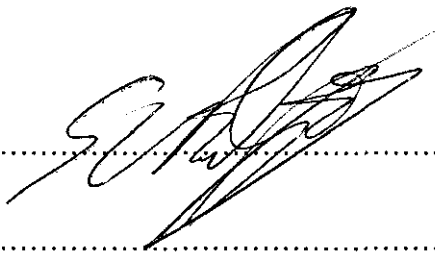
THAT the Company hereby elects:

- to dispense with the holding of annual general meetings in accordance with section 366A of the Act;
- to dispense with the laying of accounts and reports before the Company in general meeting in accordance with section 252 of the Act; and
- to dispense with the obligation to appoint auditors annually in accordance with section 386 of the Act.

The secretary was instructed to file a copy of the elective resolutions with the Registrar of Companies.

Any Other Business

There being no further business the meeting was closed

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Simon Craig Philpot (Chairman)

Date

