

Company Number: 3298031

Companies Act 1985 to 1989

Written Resolutions of

Rosefarm Estates Plc (the "Company")

We hereby certify this to be a true
and complete copy of the original

Taylor Johnson Garrett

Cart

50 V. Embankment

Black

London EC4Y 0DX

Taylor Johnson Garrett

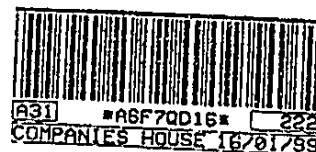
We, the undersigned, being all the members for the time being of the Company entitled to receive notice and to attend and vote at general meetings of the Company hereby pass the following resolutions as special and ordinary resolutions of the Company (as appropriate) in accordance with sections 381A and 381B of the Companies Act 1985 (as amended). Such resolutions shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS


1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £50,000, such authority to expire on the fifth anniversary hereof, save that the Company may before such expiry make offers or agreements which would or might require such relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.
2. That the 50,000 Ordinary Shares in issue be and are hereby redesignated as "A" ordinary shares of £1.00 each and the 50,000 authorised but unissued Ordinary Shares be and are hereby redesignated as "B" ordinary shares of £1.00 each, having the rights attaching thereto as set out in the new Articles of Association to be adopted under Resolution 4.

SPECIAL RESOLUTIONS

3. That sub-sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 and any rights of pre-emption (however expressed) contained in the articles of association of the Company shall not apply to any allotment of equity securities by the Company pursuant to the authority granted in Resolution 1.
4. That the new Articles of Association in the form attached hereto and initialled by the members for identification purposes be and are hereby approved as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



41-01-99



For and on behalf of
Barry Stuart Neill

21/12/98
Date



For and on behalf of
Kenneth Alexander Watson

21/12/98
Date

41-01-99
The Rev.
Registered No: 3298031

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

ROSEFARM ESTATES PLC
(Adopted on 1998)

PRELIMINARY

1. (A) The Company is a company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited.

(B) Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the Regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter called "Table A") shall apply to the Company.

(C) Regulations 2, 3, 8, 17, 24, 35, 39, 40, 41, 44, 46, 50, 64, 73 to 80 inclusive, 82, 87, 89, 91, 94 to 98 inclusive and 118 of Table A shall not apply to the Company.

(D) The provisions of Section 89(1) and Sections 90(1) to 90(6) of the Act shall not apply to the Company.

SHARES

2. (A) The share capital of the Company (at the date of adoption of these Articles) is £100,000 divided into 50,000 'A' Ordinary Shares of £1 each ("A' Shares") and 50,000 'B' Ordinary Shares of £1 each ("B' Shares") having the rights and being subject to the restrictions as provided in these Articles:

21-01-99

(B) The 'A' Shares and 'B' Shares shall constitute different classes of shares for the purposes of the Act but shall save as expressly provided in these Articles confer upon the holders thereof the same rights and rank *pari passu* in all respects.

(C) Whenever the share capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holder or holders of not less than 75 per cent in nominal value of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting all provisions applicable to general meetings of the Company or to the proceedings thereat shall *mutatis mutandis* apply except that the necessary quorum at any such meeting or at any adjourned meeting shall be a person or persons holding or representing by proxy at least one-third in nominal value of the issued shares of that class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present the member or members present in person or by proxy shall be a quorum), and that any holder of shares of that class present in person or by proxy may demand a poll and such holders, on a poll, have one vote in respect of every share of that class held by them respectively.

(D) For the avoidance of doubt, the variation, modification, abrogation or cancellation of this Article or of any provision of these Articles which contains or touches upon any class rights aforesaid shall require the consent aforesaid of the holders of the shares of the class or classes concerned to be effective.

3. (A) All shares in the capital of the Company for the time being unissued which are relevant securities (as defined in Section 80(2) of the Act) shall be under the control of the Directors who are generally and unconditionally authorised to allot, agree to allot, grant options over or convert any security into or otherwise dispose of such shares or any of them subject as hereinafter mentioned at such time or times as they think fit in the period of five years from the date of the adoption of these Articles.

(B) At the expiry of such five year period, the authority contained in Article 3(A) shall expire, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require the allotment, grant of options over, conversion of any security into or other disposal of shares after the expiry of such authority, and the Directors may allot, grant options over, convert any security into or otherwise dispose of shares pursuant to any such offer or agreement as if such authority had not expired.

(C) Unless otherwise agreed in writing by all of the members, unissued shares in the capital of the Company for the time being shall only be allotted as follows:-

- (i) every allotment shall be in the proportion of 1 'A' Share to 1 'B' Share;

(ii) on the occasion of each allotment the 'A' Shares and the 'B' Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment;

(iii) no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;

(iv) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing.

(D) Subject to the prior consent in writing of all the members, the Company may from time to time by Special Resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by new shares of such amount as the Special Resolution prescribes.

4. Save as provided in Article 3 the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.

5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or is at the option of the Company or of the holder of such share, liable to be redeemed.

6. Subject to the provisions of any statute including the Act, the Company may purchase any of its own shares.

7. Subject to the provisions of any statute including the Act, the Company may make a payment in respect of any redemption or purchase pursuant to Article 5 or (as the case may be) Article 6 of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

LIEN

8. The Company shall have a first and paramount lien on all shares (whether fully paid or partly paid shares) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable on it.

9. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

TRANSFER AND TRANSMISSION OF SHARES

10. Save as may otherwise be agreed by all the members, no shares of any class shall be transferable except as follows:-

- (a) to a member holding shares of the same class; or
- (b) with the prior consent in writing (delivered to the Company) of all the other members of the Company.

11. The Directors shall register any transfer permitted under Article 10 unless:-

- (a) registration thereof would increase the number of members beyond any prescribed limit;
- (b) the transfer relates to shares on which the Company has a lien (provided that for the avoidance of doubt the Company shall not have a lien on a partly paid share in respect of any monies unpaid on that share unless and until a call has been made in respect of such monies unpaid); or
- (c) the transfer is to an infant, bankrupt or person of unsound mind

and shall decline to register any transfer not permitted under Article 10.

12. Any consolidation, cancellation, division and sub-division of the share capital of the Company shall be by special resolution. Regulation 32 of Table A shall be modified accordingly.

GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy (or, in the case of a member being a corporation by a duly authorised representative or by proxy) shall be a quorum for all purposes, provided that so long as the issued share capital of the Company is divided into 'A' Shares and 'B' Shares, one such member shall be the holder of an 'A' Share and the other the holder of a 'B' Share. Where all the holders of any such class have waived in writing the quorum requirement as concerns that class then such waiver shall be effective for the meeting or particular business specified in the waiver or otherwise as specified in the waiver.

14. (A) If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day 14 days thereafter (or if that day be a holiday to the next working day thereafter) and at the same time and place

or to such other date time and place (not being more than 30 days nor less than 10 days after the date appointed for the adjourned meeting unless so agreed by the holders of not less than nine tenths in nominal value of the shares entitled to vote at the meeting) as the Directors may determine and if at the adjourned meeting a quorum of one holder of 'A' Shares and one holder of 'B' Shares is not present within half an hour from the time appointed for the meeting that meeting shall be dissolved.

(B) Where a meeting is adjourned under paragraph (A) of this Article for 10 days or more not less than 7 days notice of the adjourned meeting shall be given as in the case of an original meeting.

15. (A) On a show of hands or on a poll the holder or holders of the 'A' Shares present in person or by proxy or (in the case of a corporation) by a duly authorised representative or by proxy shall collectively have one vote and the holder or holders of the 'B' Shares shall collectively have one vote. In the event that the holders of the 'A' Shares or the holders of the 'B' Shares shall not all agree as to which way to exercise their respective collective votes then the decision of the holder or holders of the majority in nominal value of the issued 'A' Shares or the holder or holders of the majority in nominal value of the issued 'B' Shares (as the case may be) shall prevail but if there shall be no such majority then they shall be deemed to have voted against the resolution.

(B) At any general meeting, a resolution put to the vote of the general meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy and who (in each case) is entitled to vote at the general meeting.

(C) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have no second or casting vote.

16. The accidental omission to give notice of a general meeting to any member entitled to receive notice of and attend and vote at such general meeting shall invalidate the proceedings of that general meeting.

DIRECTORS

17. The Directors shall be not more than four in number nor less than two in number.

18. (A) The holder or holders of a majority in nominal value of the 'A' Shares may from time to time appoint any person to be a Director but so that not more than two persons shall at any one time hold office by virtue of an appointment by the holder or holders of the 'A' Shares under this Article. Each person holding office pursuant to this Article is herein called an 'A' Director.

(B) Each 'A' Director shall hold office subject to Article 23 hereof and may at any time be removed from office by the holder or holders of a majority in nominal value of the 'A' Shares.

(C) The holder or holders of a majority in nominal value of the 'B' Shares may from time to time appoint any person to be a Director but so that not more than two persons shall at any one time hold office by virtue of an appointment by the holder or holders of the 'B' Shares under this Article. Each person holding office pursuant to this Article is herein called a 'B' Director.

(D) Each 'B' Director shall hold office subject to Article 23 hereof and may at any time be removed from office by the holder or holders of a majority in nominal value of the 'B' Shares.

(E) Any such appointment or removal shall be made in writing under the hands of the holder or holders for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents and shall take effect on and from the date on which notice in writing thereof is lodged at the office or delivered to the Company's secretary or to a meeting of the Directors.

(F) Upon any resolution being proposed at a general meeting for the removal of a Director appointed by a class of shareholders the vote shall be taken on a poll and every member of that class present at the meeting shall have such number of votes including fractions of a vote that the aggregate number of votes cast against such resolution shall exceed the aggregate number of votes cast in favour of such resolution.

19. The Directors shall only be entitled to such remuneration as the Company may determine and until the consent in writing of all the members is obtained and unless such consent stipulates otherwise the remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he had held office. Any Director who, at the request of the Directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may unanimously determine.

20. A Director (including an alternate Director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

POWERS AND DUTIES OF DIRECTORS

21. (A) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors as required by Section 317 of the Act.

(B) In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract at the next meeting of the Directors held after he became so interested, and in the case where the Director becomes interested in a contract after it is made or entered into, the said declaration shall be made at the first meeting of the Directors held after the Director becomes so interested.

(C) If the contract was made or entered into or the proposed contract was considered before the Director was appointed or elected, the said declaration shall be made at the first meeting of the Directors following his appointment or election.

(D) A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made or entered into with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made or entered into provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

(E) Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any material interest of his, a Director may vote at a meeting of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or a duty and he shall be counted in the quorum present at such meeting.

ALTERNATE DIRECTORS

22. (A) A person appointed as an alternate Director need not be approved by resolution of the Directors. Regulation 65 of Table A shall take effect accordingly.

(B) An alternate Director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the Director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at that meeting the provisions of these Articles shall apply as if he was a Director. Regulation 66 of Table A shall not apply.

(C) Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate, in addition to his own vote if he is also a Director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.

(D) Any person appointed as a alternate Director shall vacate his office as an alternate Director if the Director by whom he has been appointed ceased to be a director or removes him or on the happening of any event which, if he is or were a Director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS

23. Paragraph (e) of Regulation 81 shall not apply and in addition to the circumstances listed therein the office of Director shall be vacated if such Director is removed from office pursuant to Article 18.

PROCEEDINGS OF DIRECTORS

24. The Directors may subject to these Articles meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business at any meeting of the Directors or of any committee shall comprise one 'A' Director and one 'B' Director. A person who holds office only as an alternate Director shall, if his appointer is not present, be counted in the quorum. If the requisite quorum shall not be present at the commencement of a duly convened meeting of the board then the proceedings shall be adjourned to the business day falling three business days thereafter at the same time and place. If the quorum is not present at such adjourned meeting then the provisions of this article 24 shall apply mutatis mutandis to such adjourned meeting until the original meeting shall have been adjourned twice. The requisite quorum for the purpose of the meeting held after the second adjournment shall be any one director (or its alternate) present at such adjourned meeting.

25. If there is only one 'A' Director present at any meeting of the Directors he shall have one vote and if there is more than one 'A' Director so present, they shall collectively have one vote. If there is only one 'B' Director present at any meeting of the Directors he shall have one vote and if there is more than one 'B' Director so present, they shall collectively have one vote. In the event that the 'A' Directors present shall not all agree as to which way to exercise their collective vote then they shall be deemed to have voted against the proposed resolution. In the event that the 'B' Directors shall not both agree as to which way to exercise their collective vote then they shall be deemed to have voted against the proposed resolution. The Chairman shall have no second or casting vote and Regulation 88 of Table A shall be modified accordingly.

26. The third sentence of Regulation 88 of Table A shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given to the Company addresses or be resident outside the United Kingdom.

27. The Directors shall not be subject to retirement by rotation. No Directors shall be appointed otherwise as provided in these Articles. The words "of filling vacancies, or" shall be omitted from Regulation 90 of Table A.

28. Any Director (including an alternate director) may participate in a meeting of the Directors or a committee of Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and shall be counted when reckoning a quorum.

29. (A) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement for life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or have been at any time Directors or other officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons.

(B) The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or of its members, and make, pay, provide for or grant payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(C) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

(D) The Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

INFORMATION

30. The Directors may at any time require any person whose name is contained in the Register of Members of the Company to furnish them with any information, supported (if the

Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes 1988.

DIVIDENDS

31. Save as the holder of the 'A' Shares and 'B' Shares shall agree in writing (and notwithstanding that the 'A' Shares and the 'B' Shares constitute separate and distinct classes of share) the Directors may only pay and/or recommend dividends of identical amounts on each such share.

CAPITALISATION OF PROFITS

32. The words "with the authority of a special resolution" shall be substituted for the words "with the authority of an ordinary resolution" in Regulation 110 of Table A. On any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 110 of Table A as amended by this Article the shares allotted to holders of 'A' Shares shall be 'A' Shares and the shares allotted to holders of 'B' Shares shall be 'B' Shares and such Regulation 110 shall take effect accordingly.

NOTICES

33. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is received by the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

WINDING UP

34. If, on a winding up, there is a division among the shareholders in specie of the whole or any part of the assets of the Company, the liquidator shall have regard to and give effect to any agreement between the shareholders as to the proportions in which such assets shall be divided between them and Regulation 117 of Table A shall be amended accordingly.

INDEMNITY

35. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him:

(a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or

(b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

36. The directors may exercise all the powers of the Company to purchase and maintain for any director, auditor or other office (including former directors and other officers) or any other person insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.