

Company No. 3548572

THE COMPANIES ACT 1985

Company Limited by Shares

WRITTEN RESOLUTIONS

of

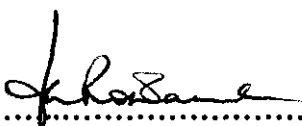
SCATS GRAIN LIMITED

(passed the 26th day of September 2001)

We, the undersigned, being all the members of the Company having the right to vote at general meetings, signify our assent to the passing of the special resolutions set out below in accordance with s. 381A of the Companies Act 1985 to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the Company duly convened and held.

Special Resolutions

1. THAT the Company be re-registered under Section 43 of the Companies Act 1985 as a public company limited by shares by the name of "Grainfarmers plc".
2. That the authorised share capital of the Company be increased to £6,000,000 by the creation of 1,000,000 participating ordinary shares of £1 each in the capital of the Company having the rights ascribed to them under the new Articles of Association adopted under resolution number 3 below.
3. THAT the existing Memorandum of Association of the Company be amended and the existing Articles of Association be replaced by the Regulations contained in the document annexed hereto which are hereby adopted as the amended Memorandum and new Articles of Association of the Company in substitution therefor.


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for and on behalf of
The Southern Counties Agricultural Trading Society Limited


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TH Pollock



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