

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3574122

The Registrar of Companies for England and Wales hereby certifies that
CARRS BILLINGTON AGRICULTURE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CARRS BILLINGTON AGRICULTURE (OPERATIONS) LIMITED

Given at Companies House, Cardiff, the 4th September 2001



C035741223



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

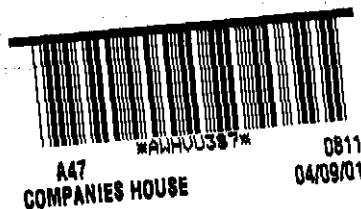
058987
Company No. 3574122

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

CARRS BILLINGTON AGRICULTURE LIMITED



Pursuant to Section 381A of the Companies Act 1985

Made on 3 September 2001

We, the undersigned, being all the members who on the above date would be entitled to attend and vote at a general meeting of the Company, hereby agree and resolve as follows:-

RESOLUTION

THAT the name of the Company be and it is hereby changed to "Carrs Billington Agriculture (Operations) Limited".

Name Signature

Billington Agriculture Holdings Limited

RLG

.....
For and on behalf of Billington Agriculture Holdings Limited

Carr's Milling Industries plc

Edward

.....
For and on behalf of Carr's Milling Industries plc

FORM OF WRITTEN RESOLUTION

No. 3574122

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARRS BILLINGTON AGRICULTURE LIMITED



WRITTEN RESOLUTION DATED 3 September 2001 MADE
PURSUANT TO REGULATION 53 OF TABLE A CONTAINED IN
THE COMPANIES (TABLES A TO F) REGULATIONS 1985
AS INCORPORATED IN THE COMPANY'S ARTICLES OF ASSOCIATION

WE, the undersigned, being all the members of the Company who would on the above-stated date be entitled to attend and vote at a general meeting of the Company, HEREBY AGREE AND RESOLVE THAT:-


- (A) the regulations contained in the printed document attached to this resolution (the "new Articles") be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of its existing articles;
- (B) 245,000 of the 500,000 ordinary shares of £1 each being the authorised and unissued share capital of the Company be and they are hereby redesignated as Ordinary A Shares of £1 each having the rights set out in the new Articles;
- (C) the remaining 255,000 ordinary shares of £1 each in the authorised and unissued share capital of the Company be and they are hereby redesignated as Ordinary B Shares of £1 each having the rights set out in the new Articles; and

- (D) the name of the Company be changed to Carrs Billington Agriculture (Operations) Limited.

Shareholder

Signature

Carrs Milling Industries plc

.....

Billington Agriculture Holdings Limited

.....