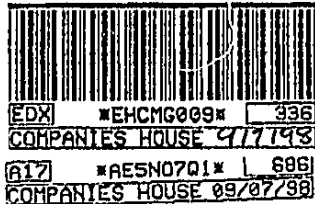


FORM OF WRITTEN RESOLUTION OF THE JVC

Can 24/7/98
No. 3574122



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARRS BILLINGTON AGRICULTURE LIMITED

WRITTEN RESOLUTION DATED 1st July, 1998 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) one of the issued ordinary shares of £1 in the capital of the Company be and is hereby redesignated as an A ordinary share of £1 in the capital of the Company ("A Share") and the other issued ordinary share be and is hereby redesignated as a B ordinary share of £1 in the capital of the Company ("B Share");
- (C) 250,000 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 A Shares having

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the remaining 250,000 ordinary shares of £1 each in the authorised and unissued share capital of the Company be and they are hereby redesignated as B Shares having the rights set out in the new Articles; and

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

the name of the Company be changed to

Signature

Billington Agriculture Limited. *[Signature]*