

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

G AND A SERVICES LIMITED

(Passed on the *2nd* day of *February* 2007)

We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, **HEREBY PASS** the following Special Resolution by way of a Written Resolution pursuant to Regulation 53 of Table A of the Company's Articles of Association and confirm that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:-

WRITTEN RESOLUTION

Special Resolution

1. **THAT** the Articles of Association of the Company be amended by inserting the following new Article 13 as follows:-

"A director who has duly declared his interest therein to the Board pursuant to section 317 of the Companies Act 1985 may vote as a director in regard to any contract or arrangement in which he is interested or upon any matters arising therefrom, and if he so votes his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration."

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Patricia Beaty

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Brian Howarth

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Janet O'Neill

.....
Audrey Walker

FRIDAY



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G AND A SERVICES LIMITED

(Passed on the *2nd* day of *February* 2007)

We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, **HEREBY PASS** the following Special Resolution by way of a Written Resolution pursuant to Regulation 53 of Table A of the Company's Articles of Association and confirm that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:-

WRITTEN RESOLUTION

Special Resolution

1. **THAT** the Articles of Association of the Company be amended by inserting the following new Article 13 as follows:-

"A director who has duly declared his interest therein to the Board pursuant to section 317 of the Companies Act 1985 may vote as a director in regard to any contract or arrangement in which he is interested or upon any matters arising therefrom, and if he so votes his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration."

P. Beaty

Patricia Beaty

Janet O'Neill

Brian Howarth

Audrey Walker



UNITED STATES DEPARTMENT OF AGRICULTURE

OFFICE OF THE ASSISTANT SECRETARY FOR AFFAIRS

WASHINGTON, D. C. 20250

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