

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 60938

The Registrar of Companies for England and Wales hereby certifies that
BERWICK AUCTION MART COMPANY, LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RESTON & BERWICK FARMING COMPANY LIMITED

Given at Companies House, Cardiff, the 9th April 1997



C000609388

A handwritten signature in ink, appearing to be 'G. B. B. B. B.', with the name 'G. B. B. B. B.' printed below it.

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

BERWICK AUCTION MART COMPANY LIMITED
(Company No. 60938)

SPECIAL RESOLUTIONS

of
BERWICK AUCTION MART COMPANY LIMITED

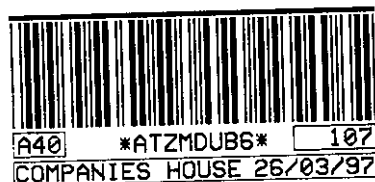
pursuant to Section 378 of the Companies Act 1985
passed on 4th March 1997



At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Jedburgh on 4th March 1997 the following Special Resolutions were duly passed:-

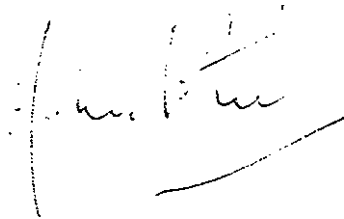
1. That the name of the Company be changed to "Reston & Berwick Farming Company Limited".
2. That the 10,000 A Ordinary Shares of £1 each in the capital of the Company be and are hereby redesignated into 10,000 Ordinary Shares of £1 each. The said Shares will rank pari passu in all respects with the existing Ordinary Shares.
3. That the provisions set forth as Clause 3 of the Memorandum of Association in the printed document attached to this resolution and for the purpose of identification marked with an "M" be approved and adopted in substitution for and to the exclusion of all the existing provisions of Clause 3 of the Company's Memorandum of Association and the Memorandum of Association be altered accordingly.
4. That pursuant to Section 17 of the Companies Act 1985 Clause 5 of the Memorandum of Association shall be altered in accordance with the printed document attached to this resolution and for the purpose of identification marked with an "M".
5. That pursuant to Section 17 of the Companies Act 1985 Clause 6 of the Memorandum of Association be deleted.
6. That the Regulations set forth in the printed document produced to this meeting and for the purpose of identification marked "A" be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.
7. That the terms of the Contract proposed to be made between (i) Lady Ann Gilroy Swan and (ii) the Company for the purchase of 250 Shares of £1 each in the Capital of the Company which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof be and are hereby authorised.

8.//



JORDANS LIMITED
21 St. Thomas Street
Bristol BS1 6JS
LAW/KHB/ TV 2504

8. That the terms of the Contract proposed to be made between (i) Mrs. Ann Lyon and (ii) the Company for the purchase of 2966 Shares of £1 each in the Capital of the Company which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof be and are hereby authorised.
9. That the terms of the Contract proposed to be made between (i) Mrs. Jean Glen and (ii) the Company for the purchase of 4566 Shares of £1 each in the Capital of the Company which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof be and are hereby authorised.
10. That the terms of the Contract proposed to be made between (i) Mrs. Beatrice Humphrey and (ii) the Company for the purchase of 694 Shares of £1 each in the Capital of the Company which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof be and are hereby authorised.

A handwritten signature in dark ink, appearing to be 'J. M. B. W.', written in a cursive style.

Chairman