

Company Number: 156737

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

Baker & McKenzie
BAKER & MCKENZIE

SOLICITORS

100 NEW BRIDGE STREET
LONDON
EC4V 6JA

WRITTEN RESOLUTIONS

of

S&B Herba Foods Limited (the "Company")

In accordance with section 381A of the Companies Act 1985, WE THE UNDERSIGNED, being all of the members of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

1. THAT Article 10 of the articles of association of the Company be amended by deleting the word "eight" in the first line of Article 10 and replacing it with the word "four".
2. THAT Article 11(C) of the articles of association of the Company be amended by deleting the first sentence and replacing it with the following sentence:

"The board of directors shall be entitled to nominate up to two persons to be managing directors of the Company, such person(s) being known as the **"Managing Director(s)"**."
3. THAT Article 14(C) of the articles of association of the Company be amended as follows:
 - 3.1 by inserting the following sentence at the beginning of Article 14(C):


"The directors may delegate any of their powers to any committee consisting of two or more directors. "
 - 3.2 taking into account the amendment to Article 14(C) detailed above, by inserting the following words to the end of the second sentence of Article 14 (C):

"save that the quorum at any meeting of any committee of the directors shall be two directors of whom one shall be a Riviana Director and one shall be an EP Director. "
 - 3.3 by deleting the last sentence and replacing it with the following sentence:

"Any management committee that the directors resolve to create shall, in addition to the foregoing, include the Managing Director(s). "
4. THAT Article 14(D) of the articles of association of the Company shall be amended by deleting the words "subject to paragraph 14(B) " in the sixth line of Article 14(D) and replacing them with "subject to Articles 14(B) and 14(C) ".



5. THAT all decisions of and resolutions of the board of directors of the Company from 29 March 2004 to the present date be and are hereby confirmed and ratified.


.....
Duly authorised signatory for and on
behalf of Riviana International Inc.

Dated 2 August 2004

.....
Duly authorised signatory for and on
behalf of Ebro Puleva, S.A.

Dated 2004