

**COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**OF**

**Cargil Foods Limited**

**Dated this 12th day of July 2000**

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

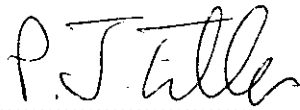
**SPECIAL RESOLUTIONS**

THAT the Company's Articles of Association be amended to include the following additional Clause 10.4:-

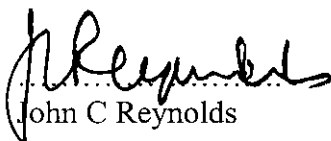
"Clause 10.4

If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member. "

Signed by all members



Cargill PLC

  
John C Reynolds

