

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 250349

The Registrar of Companies for England and Wales hereby certifies that
BILLINGTON AGRICULTURE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CARRS BILLINGTON AGRICULTURE (PROPERTIES) LIMITED

Given at Companies House, Cardiff, the 4th September 2001



C002503493



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

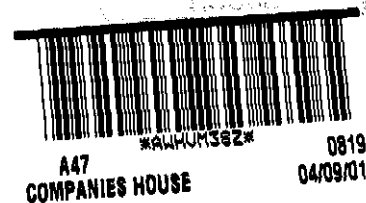
Company No. 250349

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

BILLINGTON AGRICULTURE LIMITED



Pursuant to Section 381A of the Companies Act 1985

Made on 3 September 2001

We, the undersigned, being all the members who on the above date would be entitled to attend and vote at a general meeting of the Company, hereby agree and resolve as follows:-

RESOLUTION

THAT the name of the Company be and it is hereby changed to "Carrs Billington Agriculture (Properties) Limited".

Name Signature

Edward Billington & Son Limited

.....
For and on behalf of Edward Billington & Son Limited

Billington Agriculture Holdings Limited

.....
For and on behalf of Billington Agriculture Holdings Limited