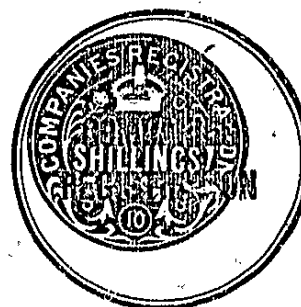


THE COMPANIES ACT, 1948



A 10s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THORPE FARM (WINTERBOURNE)

LIMITED

Presented by

MESSRS. PRITCHARD ENGLEFIELD & CO

Regina House, 5 Queen Street, E.C.4.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, 2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

of Regina House 5 Queen Street in the City of
London

Do solemnly and sincerely declare that I am (a) _____ a Solicitor
of the Supreme Court engaged in the formation of
Thorpe Farm (Winterbourne) Limited
of _____

Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Note—This margin is reserved for binding and must not be written across.

Declared at 6/7 Green St.
in the City of London

the 5th day of October 1941

one thousand nine hundred and sixty
one

Before me,

**A Commissioner for Oaths [or Notary Public or
Justice of the Peace]**

Number of }
Company }

705559

Form No. 25

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of the Nominal Capital

OF

THORPE FARM (WINTERBOURNE)

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

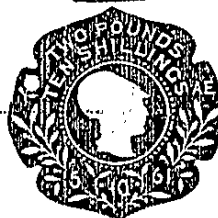
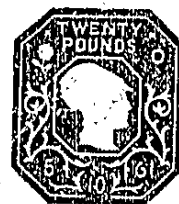
Messrs. Pritchard Englefield & Co.

Regina House, 5 Queen Street, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



THE NOMINAL CAPITAL

OF

THORPE FARM (WINTERBOURNE)

Limited,

is £ 6,500, divided into:

6,500 Shares of £1 each

Shares of each

*Signature

H. W. Butler

Description Secretary

Dated the 4th day of October 1961

NOTE.—This margin is reserved for binding and must not be written across.

**This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

REGISTERED

12 OCT 1961

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

THORPE FARM (WINTERBOURNE) LIMITED

1. The name of the Company is "THORPE FARM (WINTERBOURNE) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a)
 - (i) To carry on the business of poultry farmers including the erection or purchase of poultry houses and the sale by wholesale or retail of live and dead poultry, poultry products and eggs.
 - (ii) To carry on the business of live stock breeders of every variety of animal whether bred as pedigree stock or for the purpose of its sale live or as meat poultry hides or fur.
 - (iii) To carry on the business of the manufacture and sale by wholesale or retail of egg powders powdered milk and all other products of farm produce.
 - (iv) To carry on the business of farming in all its branches.
 - (b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable

6 OCT 1961

or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company or which may enhance the value of any other property of the Company.

- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as may from time to time be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration any other Company or business which may, in the opinion of the Company, be carried on so as directly or indirectly to benefit this Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to this Company in the promotion of the Company or the placing and issue of shares, debentures, debenture

stock or other securities of this Company.

- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit this Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit this Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £6,500 divided into 6,500 shares of £1.0.0. each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of this Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<i>Robert John de la Salle Bull</i> <i>125 Reuelstoke Road</i> <i>Wimbledon Park</i> <i>London S.W.18</i> <i>Solicitors' Managing Clerk</i>	<i>One</i>
<i>Irene Allen</i> <i>22 Chalford Court</i> <i>Victoria Road</i> <i>Ilford, Essex</i> <i>Spencer</i>	<i>One</i>

DATED this *fourth* day of *October* 1961.

WITNESS to the above signatures:-

El Ryan RYAN
5, Queen Street
London E.C.4.
Solicitor.



Companies Act, 1948.

705558

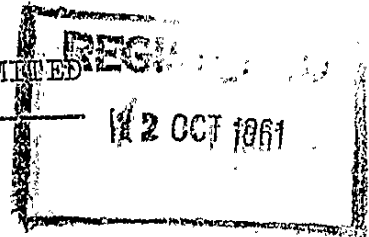
LIMITED BY SHARES



Articles of Association

OF

THORPE FARM (WINTERBOURNE) LIMITED



PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 2, 3, 24, 53, 75, 88, and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £6,500 divided into 6,500 shares of One pound each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSMISSION OF SHARES

6. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may, in their absolute discretion and without assigning any reason therefor decline to register any share whether or not it is a fully paid share.

VOTES OF MEMBERS

7. Subject to any rights or restriction for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

FIRST DIRECTORS

8. The number of Directors shall not be less than Two or more than Six and the first Directors of the Company shall be:-

CLAUDE NAPIER TAYLOR

and

CICELY ROSEMARY TAYLOR.

DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84 (1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by resolution duly passed under Section 184 of the Act.

BORROWING POWERS

14. Regulation 79 of Part I of Table A applies (modified by deletion of the proviso therefrom).

NOTICES

15. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert John William Bury
125 Revelstoke Road
led in bed on Park
London. S.W. 18
Solicitors Managins Clerk.

Irene Allen
22 Chalford Road
Victoria Road
Ilford Essex
Sprinter.

DATED this fourth day of October 1961.

WITNESS to the above signatures:-

Ed Ryan
5, Queen Street
London, E.C.4
Solicitor.

C. 173

DUPLICATE FOR THE FILE

No. 705559



Certificate of Incorporation

I Hereby Certify, that

THORPE FARM (WINTERBOURNE) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Twelfth** day of
October One Thousand Nine Hundred and Sixty **one**.

A. J. Mann
Assistant Registrar of Companies.

Certificate
received by

} *See Separate Record*

Date



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 260

Please reply to The Registrar
Your reference

THORRE FARM (WINTERBOURNE)
LIMITED
ELLESLIE CHAMBERS,
HINTON RD,
BOURNEMOUTH

Gaz List 4152

DEF 6 705559

Date 21 FEB 1975

The Companies Act 1948

THORRE FARM (WINTERBOURNE) LIMITED

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this 21 day of FEBRUARY 1975

for Registrar

DEF 6

V1723

705559

THORPE FARM (WINTERBOURNE) LIMITED

DISSOLUTION ACTION IS IN ABEYANCE

IMPORTANT

This notice is not an indication that the company will not be dissolved. It intimates that an objection to striking off has been received by the Registrar.

If the company is dissolved the Registrar will publish notice thereof in the London Gazette. At the same time a blue form C25A will be placed on this file stating that the company has been dissolved.

21 MAY 1975

C25

This notice is not an indication that the company will not be dissolved.

Company Number: 705559



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

(Copy)

SPECIAL RESOLUTION

OF

THORPE FARM (WINTERBOURNE) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the 14th day of April 1992
the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to

WALSTON POULTRY FARM LIMITED

Presented by:
The LONDON LAW AGENCY LTD.
84 Temple Chambers
Temple Avenue London
London EC4Y 0HP

.....
Chairman.

Ref 35795



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 705559

I hereby certify that

THORPE FARM (WINTERBOURNE) LIMITED

having by special resolution changed its name,
is now incorporated under the name of

WALSTON POULTRY FARM LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27 APRIL 1992

MRS. L. PARRY

an authorised officer

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

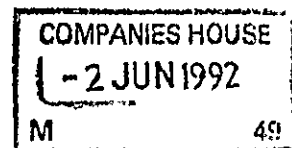
WALSTON POULTRY FARM LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held at East Down House, Winterbourne Whitechurch, Blandford, Dorset DT11 9AS on *26 May* 1992 the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. IT IS HEREBY RESOLVED that the authorised share capital of the Company be increased from £6,500 to £4,000,000 by the creation of 3,993,500 ordinary shares of £1 each ranking pari passu with and having attached thereto the same rights as the existing shares
2. That the Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the allotment; and that this authority shall expire on the fifth anniversary of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting

B. Friend
.....
Secretary





COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**

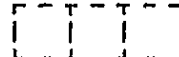
Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number



705559

Name of company

*Insert full name
of company

* WALSTON POULTRY FARM LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26th May 1992 the nominal capital of the company has been
increased by £ 3,993,500 beyond the registered capital of £ 6,500.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Please tick here if
continued overleaf



†Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed *B. Aldridge*

Designations DIRECTOR

Date 28th May, 1992

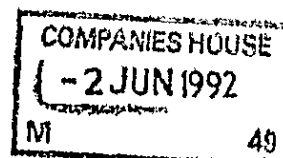
Presenter's name, address and
reference (if any): 7.AMA

LESTER ALDRIDGE
Solicitors
RUSSELL HOUSE
OXFORD ROAD
BOURNEMOUTH BH8 8EX

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoot Street, London SE1 5TS.

Companies G123

1987 Edition
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THE COMPANIES ACT 1948

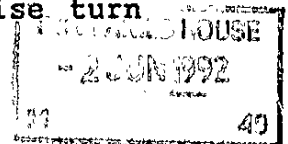
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WALSTON POULTRY FARM LIMITED

1. The name of the Company is "WALSTON POULTRY FARM LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a)
 - (i) To carry on the business of poultry farmers including the erection or purchase of poultry houses and the sale by wholesale or retail of live and dead poultry, poultry products and eggs.
 - (ii) To carry on the business of live stock breeders of every variety of animal whether bred as pedigree stock or for the purpose of its sale live or as meat poultry hides or fur.
 - (iii) To carry on the business of the manufacture and sale by wholesale or retail of egg powders powdered milk and all other products of farm produce.
 - (iv) To carry on the business of farming in all its branches.
 - (b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company or which may enhance the value of any other property of the Company.
 - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.



- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as may from time to time be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration any other Company or business which may, in the opinion of the Company, be carried on so as directly or indirectly to benefit this Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any considertation, shares or debentures as the Company may think fit.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to this Company in the promotion of the Company or placing and issue of shares, debentures, debenture stock or other securities of this Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit this Comapny and to place or guarantee the placing of, subscribe or underwrite

or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit this Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £4,000,000 divided into 4,000,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of this Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

ROBERT JOHN WILLIAM BULL
125 Revelstoke Road
Wimbledon Park
London SW18
Solicitors' Managing Clerk.

ONE

IRENE ALLEN
22 Chalford Court
Victoria Road
Ilford
Essex
Spinster.

ONE

DATED this fourth day of October 1961.

WITNESS to the above signatures:-

G S RYAN
5 Queen Street
London EC4
Solicitor.

0314v