

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

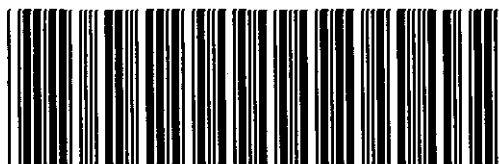
Company No. 899935

The Registrar of Companies for England and Wales hereby certifies that
SUPREME ORGANICS LTD.

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

ELLISONS HOLDINGS LIMITED

Given at Companies House, Cardiff, the 20th February 2006



C00899935J



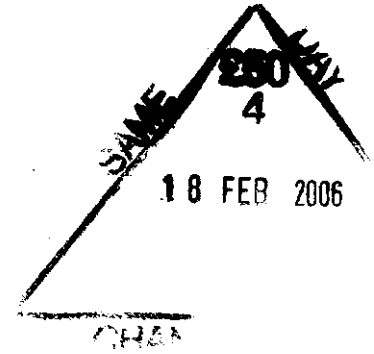
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

1594401/100

Company Number: 899935



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

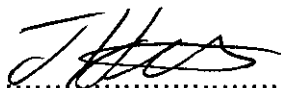
SUPREME ORGANICS LIMITED (the Company")

Pursuant to section 381A of the Companies Act 1985

Passed on 15 February 2006

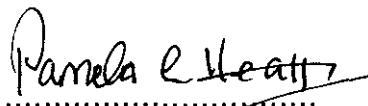
We, the undersigned, being all of the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolution to take effect as a special resolution:

THAT the name of the Company be changed to: Ellisons Holdings Limited.



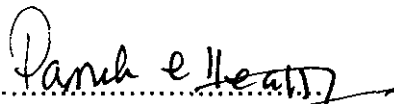
Signed by John Heath

Date: 15 - 02 - 2006



Signed by Pamela Lesley Heath

Date: 15 - 02 - 2006



Signed for and on behalf of the
Trustees of the PL Heath Trust

Date: 15 - 02 - 2006



Company Number: 899935

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

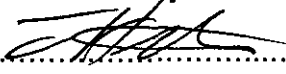
SUPREME ORGANICS LIMITED (the Company)

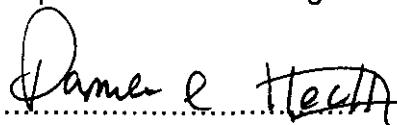
Pursuant to section 381A of the Companies Act 1985

Passed on 15 February 2006

We, the undersigned, being all of the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolution to take effect as a special resolution:

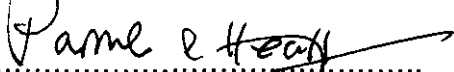
1. THAT pursuant to a sale and purchase agreement dated with the same date as this resolution between the Company (1) and Ellisons Holdings Limited (2) ("the Sale and Purchase Agreement") the transfer, subject to an unlimited debenture dated 26 June 2001 from the Company in favour of Lloyds TSB Bank plc, of the entire Business (as defined in the Sale and Purchase Agreement) and all the Assets (as defined in the Sale and Purchase Agreement) and undertaking of the Company to Ellisons Holdings Limited ("the Reorganisation") for the consideration stated in the Sale and Purchase Agreement is in the best interests of the Company and the group of companies to which both companies are a part and accordingly the terms of the Sale and Purchase Agreement and any transfer, assignment, novation or otherwise pursuant to the Reorganisation be and is hereby authorised.


Signed by John Heath


Signed by Pamela Lesley Heath

Dated 15 February 2006

Dated 15 February 2006


Signed for and on behalf of the Trustees
of the PL Heath Trust

Dated 15 February 2006