

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY NUMBER 3127955**

**ORDINARY RESOLUTION OF**

**HEATHCOTE FARMS LIMITED**

We, the undersigned, Margaret Mitchell Jones and John Henry Jones being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

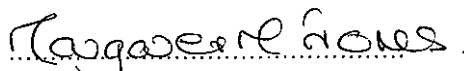
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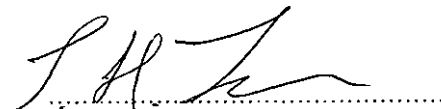
That the share capital of the Company be increased from £4,500,000 to £5,500,000 by the creation of 1,000,000 new shares of £1 each ranking in all respects pari passu with the 4,500,000 existing shares of £1 each in the capital of the Company.

That the Directors are unconditionally authorised pursuant to section 80 of the Companies Act 1985, to allot all shares in the authorised share capital of the Company which are unissued at the time of the passing of this Resolution at any time or times during the period of five years from the date hereof.

Dated this 12th day of June 1997

Signed

  
M M Jones

  
J H Jones

