

THE COMPANIES ACT 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

FARMWEB LIMITED ("the Company")

SPECIAL RESOLUTIONS



By a Resolution in writing signed on the 1<sup>st</sup> day of July 2005 pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) incorporated by reference in the Company's Articles of Association by all members for the time being entitled to receive notice of attend and vote at General Meetings of the Company the following **SPECIAL RESOLUTIONS** were duly passed:

THAT:

1. The 600 Ordinary Shares of £1.00 each in issue immediately prior to the passing of the Special Resolution dated 25<sup>th</sup> January 2005 ("the Resolution") be and are hereby converted into "A" Ordinary Shares of £1.00 each.
2. The 6,900 Ordinary Shares of £1.00 each forming the authorised but unissued share capital of the Company immediately prior to the passing of the Resolution be and are hereby converted into "A" Ordinary Shares of £1.00 each.
3. The 2,500 Ordinary Shares of £1.00 each forming the authorised but unissued share capital of the Company immediately prior to the passing of the Resolution be and are hereby converted into "B" Ordinary Shares of £1.00 each.

Dated 1<sup>st</sup> July 2005

Signed E. Ryla

Company Secretary/Director

George M. Gordon  
Chairman.