No. of Company: 4988758

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

MERRITT TREE SPECIALISTS LTD

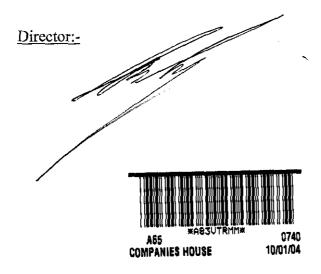
PASSED on 9th December 2003.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on the 9th December 2003 the following SPECIAL RESOLUTION was duly passed:-

-RESOLUTION-

"That paragraph 3.(a) of the Memorandum of Association be deleted and the following paragraph 3.(a) be substituted:-"

3.(a) The Company's objects are to deal with the care of trees, shrubs and vines of every description and to carry on business as growers and importers of and wholesale and retail dealers in flowers, tress, shrubs, vegetables, fruit, bulbs, seeds and fertilizers of every description and generally as florists, greengrocers, grocers, market gardeners, nurserymen, farmers and other businesses of an allied nature and of manufacturers of and dealers in, garden and other horticultural tools and accessories, sheds, huts, furniture and stone and other ornamental models of every description and as tree surgeons, landscape gardeners, garden designers, horticultural experts, hydraulic, electrical and general engineers and contractors, timber merchants, stone merchants, metal merchants and builders.



D & D LWW AGENOY DX 31638 ORPINGTON

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

MERRITT TREE SPECIALISTS LTD

COMPANY NUMBER: 4988758

INCORPORATED THE 9TH DECEMBER 2003

D & D LAW AGENCY SERVICES LIMITED (Incorporating Dunn & Duncan - Established 1733)

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