

THE COMPANIES ACT 1985

ORDINARY AND SPECIAL RESOLUTIONS

- of -

LAWGRAM (NO. 1182) LIMITED



Passed on the 12 day of *September* 2005

WE, the undersigned being the Sole Member of the above named Company who would have been entitled to vote upon the subjoined resolutions if they had been proposed at a general meeting of the Company HEREBY RESOLVE as ORDINARY RESOLUTIONS the following resolutions numbered 1 and 2 and as a SPECIAL RESOLUTION resolution numbered 3 and 4:-

RESOLUTION

1. THAT the authorised capital of the Company be increased to 1,300,000 by the creation of 1,290,000 new Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of the Company.
2. THAT:
 - 2.1 The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring on 30 September 2010 unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £1,299,999 being the authorised but as yet unissued share capital of the Company at the date hereof.
 - 2.2 The Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make

at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

3. Sub-section (1) of Section 89 of the Companies Act 1985 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company in relation to any allotment of shares to which Resolution 3 above applies.
4. That the name of the Company be changed to Melanie Farming Holdings Limited.

For and on behalf of LAWGRAM DIRECTORS LIMITED

Lawgram Directors Limited