

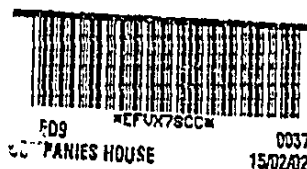
20 - 02 - 02

Company Number: 3007729
 WINCHESTER GROWERS LIMITED
 WRITTEN RESOLUTIONS OF THE
 SOLE MEMBER OF THE COMPANY

The following written resolutions are made pursuant to Regulation 53 of Table A (SI 1985 No. 805 as amended) forming part of the Company's Articles of Association, as Special Resolutions of the Company on 27 December 2001.

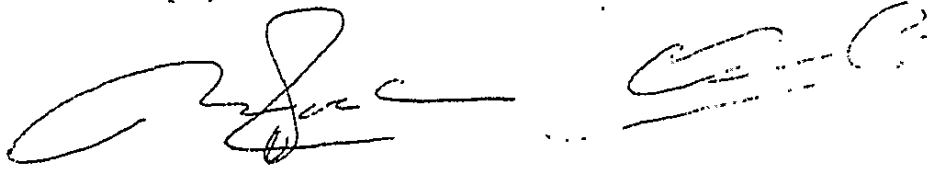
That:

1. The authorised share capital of the Company be increased from £8,000 to £10,000,000 by the creation of 9,992,000 ordinary shares of £1 each having attached thereto the rights set forth in the Articles of Association of the Company to be adopted pursuant to Resolution 4 below ("Ordinary Shares");
2. All of the 20,000 'A' ordinary shares of 1p each and the 600,000 'B' ordinary shares of 1p each in the capital of the Company currently in issue be and are consolidated and divided into 8,000 Ordinary Shares;
3. For the purposes of Section 80 of the Companies Act 1985 ("the Act") (and so the expressions used in this Resolution shall bear the same meanings as in Section 80 of the Act):
 - 3.1 the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities at such times and on such terms as they think proper during the period expiring at the end of 5 years from the date of passing of this Resolution; and
 - 3.2 the Company be and is authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period, and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this Resolution;
 so that all previous authorities of the directors pursuant to Section 80 of the Act be and are revoked; and


20-02-02

4. Pursuant to Section 9 of the Act, the Articles of Association in the form annexed to these Resolutions be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.



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Flower Bulb Invest BV
as sole member of
Winchester Growers Limited