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THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CRAWLEY FARMS LIMITED

(As altered by Special Resolutions passed in the years 1994 and 2002)



- 1.* The Company's name is "CRAWLEY FARMS LIMITED"
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) To carry on the business of farming in all its branches, and in connection therewith; to act as livery stables proprietors and as farm managers and experts, consultants and advisers in every branch of farming, stockbreeding, grazing, and other agricultural enterprises; to carry on all or any of the businesses of graziers, millers and corn merchants, stock and poultry breeders, producers, raisers and growers of, and dealers in agricultural, horticultural, farm, garden and orchard produce of all kinds, market gardeners, nurserymen, seedsmen and florists, dairymen, contractors for the supply and delivery of milk, wholesale and retail butchers, bakers, grocers and provision merchants, manufacturers and merchants of, agents for, and dealers in feeding stuffs, manurial products and fertilisers of every description, buyers, keepers, breeders, exporters and commission salesmen of, and dealers in cattle, horses, sheep, pigs, poultry and all kinds of live and dead stock, manufacturers, merchants, hirers and letters on hire of, and dealers in agricultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; haulage and cartage contractors, garage proprietors, builders and contractors, builders' merchants, coal, coke and timber merchants, proprietors of camping and caravan sites, general merchants agents and traders.

*The Company's name was on the 16th day of November 1994 changed from "WELLPRIME LIMITED".

(b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

(c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with the building or buildings and adapt the same for the purposes of the Company's business.

(d) To purchase or otherwise acquire all or any part of the business or assets or any person, firm or company, carrying on or formed to carry on any business which the company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property and assets of the Company, upon such terms and for as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(h) To lend money to any person, upon such terms and with or without security and subject to such conditions as may seem desirable.

(J) To give all kinds of indemnities either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal (together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, moneys or shares or interest thereon, or the performance of any contracts or engagements of any person, firm or company.

(i) To guarantee the payment of any debentures, debenture stock, bonds. Mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnerships or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

(j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interest in, or obligations or any other company or corporation.

(m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such person.

(q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants and connections.

(r) To distribute any property of the Company in specie among the members.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(i) to acquire by purchase or otherwise land and property of any tenure or any interest in land in England or Wales or any part of the world.

(ii) to erect and construct houses buildings or works of every description on any land whether or not owned by the Company and to demolish rebuild enlarge and improve existing houses or works to convert and appropriate any such land into and for roads garages gardens and other facilities and generally to deal with and develop the property of the Company.

(iii) to sell lease let mortgage charge or otherwise dispose of the land houses buildings and other property of the Company.

(iv) to manufacture buy and sell bricks tiles stones marble slate chalk sand gravel and other building materials

(v) to advance money to any individual or corporation on the security of freehold or leasehold property by way of mortgage or on other security and in particular to advance money for the purpose of enabling the borrower to erect purchase enlarge alter or repair any house or building or to purchase the fee simple or any less estate or interest in or take a demise for any term or terms of years of any freehold or leasehold property in England or Wales on such terms and conditions as the Company may think fit.

(vi) to undertake or direct the management of the property buildings lands and estates (of any tenure or kind) of any persons

(vii) to purchase and sell for any individual or corporation houses property buildings or lands of whatever nature or any share or shares or interest or interest herein and to transact on commission or otherwise the general business of a Land Agent.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 1000 shares of £1.00 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.