



00267705

Company No: NI 010530

The Companies (Northern Ireland) Order 1986 to 1990

Company Limited by Shares

Written Resolutions

Of

DANIEL P. HALE & CO. (FRUIT IMPORTERS) LIMITED

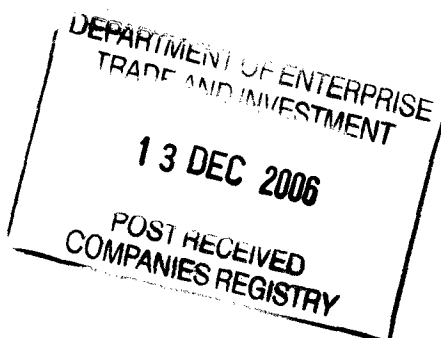
Passed the 20th day of November 2006

We, the undersigned being the only Member of the Company having the right to attend and vote at a general meeting at which the undernoted resolutions are proposed signify our assent to the passing of the resolutions set out below as special and ordinary resolutions under the provisions of Article 389A of the Companies (Northern Ireland) Order 1986 to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the Company duly convened and held.

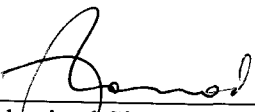
SPECIAL RESOLUTIONS

1. "That the Articles of Association of the Company be amended by the deletion of Article 19 and by the insertion of the following draft new Article 5 and by the re-numbering of the remaining Articles accordingly:

"5. Subject to, and in accordance with the provisions of the Companies (Northern Ireland) Order 1986 to 1990 ("the Order"), the Company may purchase any of its own shares of any class (including redeemable shares) at any price (whether above or below the nominal value of the shares) and make a payment in respect of such redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Every such purchase or contract providing for the purchase by the Company of shares in the Company shall be authorised by such resolution or resolutions of the Company as may be required by the Order. All shares purchased shall be cancelled immediately upon completion of the purchase. Regulation 10 of Part I of Table A shall not apply."



2. "That the draft contract attached hereto for the purchase of 25,000 A Ordinary Shares of £1 each in the Company registered in the name of Elders & Fyffes Investments by the Company be and is hereby approved."



Authorised Signatory of
Elders & Fyffes Investments