

General Partner:

Name and address	Capital Contribution \$
Mark Spencer Granger, 62 Clifton Terrace, Palmerston North and Philip Colin Crawshaw, 83 Park Road, Palmerston North (jointly <i>inter se</i>)	10,000
Arthur Peter Ronald May, 3 Ake Ake Avenue, Palmerston North, and Bruce Kenneth Dell, 10 Batt Street, Palmerston North and David Llewelyn Hicks, 175A Victoria Street, Palmerston North (jointly <i>inter se</i>)	10,000

7936

In the High Court of New Zealand
Christchurch Registry

M. No. 385/85

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of KEVIN BLAIR INVESTMENTS LIMITED AND COMPANY:

It is hereby certified pursuant to section 51 of the Partnership Act 1908 that:

- The name of the special partnership is KEVIN BLAIR INVESTMENTS LIMITED AND COMPANY.
- The names, addresses, occupations and capital contributions of the general and special partners are as set forth in the Schedule.
- The objects of the partnership shall be:
 - To establish and carry on in New Zealand and elsewhere business of farming whether of deer or other stock or cropping and to undertake and carry out all other things which in the opinion of the general partner and the special partners may be conveniently or profitably undertaken by the partnership whether or not such things shall be similar in nature of the above object and whether or not the partnership is engaged in the above object (hereinafter called the "partnership business").
 - To purchase, lease, take on hire or by any other means acquire any real or personal property and any rights, licences, privileges or easements which the partnership may think necessary or convenient for the purposes of the partnership business.
 - To manage, maintain, develop, exchange, mortgage, lease, sell or otherwise deal with or dispose of all or any part of the property and rights of the partnership.
- The principal place from which the partnership business will be conducted is the registered office of the general partner.
- The partnership shall commence upon registration of this certificate pursuant to section 54 of the Partnership Act 1908 and subject to the provisions in the partnership deed relating to earlier dissolution shall terminate upon the expiry of 7 years from the date of registration of this certificate.

Dated at Christchurch this 1st day of July 1985.

SCHEDULE

General Partner:

The Common Seal of KEVIN BLAIR INVESTMENTS LIMITED AND COMPANY, a duly incorporated company having its registered office at the offices of Coopers & Lybrand, 208 Oxford Terrace, Christchurch was hereunto affixed in the presence of and acknowledged before me:

, Justice of the Peace.

Special Partners:

Name and Address	Capital Contribution \$
Kevin Richard Blair, 1098 Avonside Drive, Christchurch	100
Judith Ann Blair, 1098 Avonside Drive, Christchurch.	100
Kevin Richard Blair and Ian Stewart Cameron, 1098 Avonside Drive and Cashmere Road, Christchurch respectively	100
Judith Ann Blair and Ian Stewart Cameron, 1098 Avonside Drive and Cashmere Road, Christchurch respectively	100

The Common Seal of KEVIN BLAIR CONTRACTORS LIMITED AND COMPANY, a duly incorporated company having its registered office at Christchurch.

Acknowledged before me:

, Justice of the Peace.

7935

In the High Court of New Zealand
Rotorua Registry

M. No. 195/85

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of a special partnership known as GREENHOUSE PARK MANAGEMENT LIMITED & COMPANY:

We, the persons described in the Schedule hereto and GREENHOUSE PARK MANAGEMENT LIMITED, a duly incorporated company having its registered office at Sixth Floor, Sun Alliance House, 40-46 Shortland Street, P.O. Box 3769, Auckland, do hereby certify that by registration of this certificate we do hereby from and constitute this special partnership under the provisions of Part II of the Partnership Act 1908 and do hereby further certify pursuant to the provisions of section 51 of the said Act as follows:

- The style of the firm under which the partnership is to be conducted is GREENHOUSE PARK MANAGEMENT LIMITED & COMPANY;
- The names and places of residence of all the partners are as follows:

General Partner: GREENHOUSE PARK MANAGEMENT LIMITED having the registered office set forth above.

Special Partners: The persons whose names and addresses are set forth in the Schedule hereto;
- The aforesaid special partners' contribution to the common stock of the partnership are the sums listed against their respective names in the Schedule hereto. The general partner has not contributed to the common stock of the partnership;
- The general nature of the business to be transacted by the partnership is:
 - To cultivate and develop plants for the production and sale of cut flowers and plants for profit utilising the land and vehicles to be acquired and the buildings to be constructed by GREENHOUSE PARK LIMITED ("the company") and licensed to the partnership;
 - To carry on the business of marketing cut flowers particularly for overseas sale;
 - To sell its plant stock and its business to the company pursuant to an agreement dated the 24th day of April 1985 made between the company and the general partner on behalf of the partnership, whereby the company has agreed to acquire the assets of the partnership;
 - To do all such other things as are incidental or conducive to the attainment of such objects.
- The principal place at which the business is to be transacted is at Katikati;
- The partnership is to commence on the date immediately succeeding the date of registration of this certificate and is to terminate on the date being 7 years from the date of registration of this certificate.

SCHEDULE

Special Partners:

Name and Address	Amount Agreed to be Contributed to Common Stock \$
Barrie Kenneth Abernethy and Jill Alexandra Abernethy, 90 Belt Road, Ashburton 8300	1,000
Frederick James Abraham and Sylvia Maude Abraham, 521B Otumoetai Road, Tauranga 3001	1,000
Carole Elizabeth Aburn, "Rostroon", Main Road North, Paraparaumu 6152	1,000
David Lawrence Aburn, "Rostroon", Main Road North, Paraparaumu 6152	1,000
Robyn Faye Aburn, "Rostroon" Main Road North, Paraparaumu 6152	1,000
Barbara Anne Adams, 7 Brasenose Place, Tawa 6203	1,000
John Stuart Adams, 8 Louis Place, Hillcrest, Rotorua 3201	1,000
Lady Shirley Lois Adams-Schneider, 41 Kanpur Road, Broadmeadows, Wellington 6004	1,000
Salim Aftimos, 10 Mount Hobson Lane, Remuera, Auckland 1105	3,000
Leslie Aitcheson and Stella Margaret Aitcheson, 3 Constant Street, Sawyers Bay, Otago 9008	2,000
Leslie Aitcheson, Re Trustee Hardwood Syndicate, Care of 3 Constant Street, Sawyers Bay, Otago 9008	1,000
Joan Catherine Mary Aitken, 26 Corlett Road, Plimmerton 6251	1,000
Janette Anne Alabaster, 11 Adams Place, Kamo, Whangarei 0101	3,000