

In the High Court of New Zealand
Rotorua Registry

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of RATAHI ORCHARD MANAGEMENT LIMITED AND COMPANY:

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

1. The name of the Special Partnership is RATAHI ORCHARD MANAGEMENT LIMITED AND COMPANY.

2. The names, addresses, occupations and capital contributions of the general and special partners are set forth in the Schedule hereto.

3. The business of the Partnership will be as follows:

(a) To purchase, lease or by any other means acquire an interest in any freehold or leasehold property.

(b) To cultivate and develop the said land as a kiwifruit orchard and to carry on thereon and elsewhere such agricultural and horticultural pursuits as the partners may from time to time decide.

(c) To lease, sell or dispose of any land or property at any time acquired or held by the Partnership.

4. The principal place at which the business of the Partnership will be conducted is from the registered office of the General Partner.

5. The Partnership shall be deemed formed as a Special Partnership upon registration of this certificate pursuant to Section 54 of the Partnership Act 1908 and subject to the provisions in the deed of participation relating to earlier dissolution shall terminate upon the expiry of seven years from the date of registration of this certificate but the partners have convenanted in the deed of participation to renew the Partnership for a further term of seven years.

SCHEDULE

General Partner:

Ratahi Orchard Management Limited	No capital contribution
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Special Partners:

Name, Address and Occupation	Capital Contribution
James Chapman-Smith, 35 Mainston Road, Auckland 5, farmer	\$1
John Seymour Chapman-Smith, 69 Becroft Drive, Forrest Hill, Auckland 9, medical practitioner	\$1

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In the High Court of New Zealand
Wellington Registry

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of JASMIN COMMUNICATIONS LIMITED:

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

1. The name of the Special Partnership is Jasmin Communications Limited and Company.

2. The names, address, occupations and capital contributions of the general and special partners are as set forth in the Schedule hereto.

3. The business of the Partnership will be as follows:

(a) To carry on at any place, or places, either in New Zealand or elsewhere, the business of publishing books, articles, reports, reviews, pamphlets and other pieces of writing and producing documentaries, films, television programmes, discussions, resumes, recordings and other programmes for distribution to television, radio, theatres, newspapers and any other medium, on the subject of the great department stores of the world or any of them.

(b) To research, investigate, visit, inspect and photograph the great department stores of the world and to conduct such other activities as the Partnership may think necessary for the purposes of the business of the Partnership.

(c) To employ, contract with and commission persons whom the Partnership considers will advance or promote the business of the Partnership.

(d) To enter into agreements with newspapers, magazines, journals, radio stations, television stations, film producers and such other organisations as the Partnership thinks fit to promote the business of the Partnership.

(e) To purchase, lease, take on hire or by any other means acquire any real or personal property and any rights, licences, privileges expertise, patents, copyrights, trade-marks, concessions or easements which the Partnership may think necessary or convenient for the purposes of its business.

(f) To manage, maintain, develop, use, turn to account, provide, exchange, mortgage, lease, licence, sell or otherwise deal with or dispose of all or any part of the property and rights of the Partnership.

4. The principal place at which the business of the Partnership will be conducted is the registered office for the time being of Jasmin Communications Limited, which at the date of registration of this certificate is Fifth Floor, Investment House, Featherston Street, Wellington.

5. 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 seven years from the date of registration of this certificate.

SCHEDULE

General Partner:

Name, Address and Occupation	Capital Contribution
JASMIN COMMUNICATIONS LIMITED, a duly incorporated company having its registered office at Wellington	Nil

The Common Seal of JASMIN COMMUNICATIONS LIMITED was hereunto affixed in the presence of:

T. W. POMARE, Director.

Acknowledged before me:

R. A. BARKER, Justice of the Peace.

Initial Special Partners:

Toa Woodbine Pomare, Investment Banker, 45 Hanover Street, Wadestown, Wellington	\$1
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Signed by the said Toa Woodbine Pomare and John Francis Bowie.

Signed by the said John Francis Bowie in the presence of:

MARY WATSON, Solicitor.

John Francis Bowie, Solicitor, 346 Tinakori Road, Thorndon, Wellington	\$1
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In the High Court of New Zealand
Auckland Registry

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of CHALLENGE VENTURE CAPITAL LIMITED AND COMPANY:

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

1. The name of the special partnership is CHALLENGE VENTURE CAPITAL LIMITED AND COMPANY.

2. The names, addresses and capital contributions of the general partner, initial special partners and additional special partners are as set forth in the Schedule hereto.

3. The business of the partnership will be as follows:

To make equity or similar investments in companies or businesses showing potential for growth, improved performance or restructuring and to assist in the management, direction and development of such companies or businesses.

4. The principal place at which the business of the partnership will be conducted is the registered office for the time being of CHALLENGE VENTURE CAPITAL LIMITED.

5. The partnership commenced on 17 September 1984 upon registration of a certificate pursuant to section 54 of the Partnership Act 1908 at the High Court of New Zealand (Auckland Registry) under No. SP39/84 and subject to the provisions in the partnership deed relating to earlier dissolution shall terminate upon the expiry of 7 years from the aforesaid commencement date.

SCHEDULE

General Partner—

Name and Address	Capital Contributions
CHALLENGE VENTURE CAPITAL LIMITED, a duly incorporated company having its registered office at Aetna House 57-59 Symonds Street, Auckland.	Nil

CHALLENGE VENTURE CAPITAL LIMITED, a duly incorporated company having its registered office at Aetna House 57-59 Symonds Street, Auckland.

Nil