

Company No: 219128

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

OF

BADCOCK AND EVERED LIMITED

We, the undersigned, being all the members for the time being of the above named company, pursuant to the provisions of Section 381A of the Companies Act 1985, hereby approve the following Resolutions and agree that the said Resolutions shall be as valid and effective as if the same had been passed as Special Resolutions at a general meeting of the Company, duly convened and held:-

- 1 "That the capital of the company be and it is hereby increased from £120,000 to £530,000 by the creation of 360,000 ordinary shares of £1 each and 50,000 B ordinary shares of £1 each in addition to the existing capital of 120,000 ordinary shares of £1 each.

The shares shall have the terms as set out in the revised Memorandum and Articles of Association of the company adopted under the following resolution".

- 2 "That the existing Memorandum and Articles of Association of the company be and are hereby deleted in their entirety and that the new Memorandum and Articles of Association as attached are hereby adopted in place thereof".

Dated this 25th day of March 1999

Signed By:

Gordon C. Short

G P Short

John Short

J P Short

G P Short

G W P Short

Nigel C. Short

N P Short

