

COMPANY NUMBER: 229606

THE COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER OF

BHS LIMITED

Dated this 3rd day of June 2004

We, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company, HEREBY AGREE, pursuant to section 381A Companies Act 1985, that the following resolution be passed as a Special Resolution of the Company.

THAT the articles of association of the Company be altered as follows:

I. That article 117 be amended as follows:

"The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall constitute a quorum. A meeting of the Directors, shall subject to notice thereof having been given in accordance with these articles, for all purposes be deemed to be held when a Director is or Directors are in communication by telephone or television (or any other form of audio visual linking) with another Director or Directors and all of the Directors in communication agree to treat the meeting as so held, if the number of Directors constitutes a quorum of the Board in accordance with these articles. A resolution passed by the Directors at such a meeting as specified in this article 117 shall be as valid as it would have been if passed at an actual meeting duly convened and held. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. One Director may, and the Secretary shall at the request of a Director, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to a Director who is not within the United Kingdom."

Signed.....
For and on behalf of
Bhs Group Limited

