


Company no.309520

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
SUNDY SHOES LIMITED

In accordance with section 381A of the Companies Act 1985, we, being all the members of the company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the company, hereby resolve that:

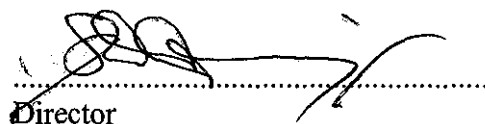
THAT the Articles of Association of the Company be amended by the addition of the following new article as Article 21.


WNG3

"Any Director or alternate may participate in a meeting of the Board or a committee of the Directors by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other throughout the meeting, and any Director or member of a committee participating in a meeting in this manner is deemed to be present in person at such meeting and will be counted when reckoning a quorum."

This written resolution shall take effect as a special resolution of the company.

Signed:


.....
Director

Signed:


Secretary

For:

R Griggs Group Limited

Dated:

20 January 2003

