

Company Number: 321529

THE COMPANIES ACT 1985

ORDINARY RESOLUTION

OF

MARLANDS ESTATES LIMITED

We, the undersigned, being all the members for the time being of the above-named company entitled to receive notice and attend and vote at general meetings hereby pass the following resolution as an ordinary resolution and agree that the said resolution shall, pursuant to Regulation 53 of Table A of the Companies Act 1985 (which clause is included in the company's Articles of Association) for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

IT WAS RESOLVED THAT the L-C Preference Shares be re-named "Ordinary Shares" to rank pari passu with the existing ordinary shares of the Company.

Signed
for Kids Limited

Signed
Penny North

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Dated 18th January 1991

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22 JAN 1991
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COMPANY NO. 321529

THE COMPANIES ACTS 1929 TO 1983

SPECIAL RESOLUTIONS

OF

MARLANDS ESTATES LIMITED

At an Extraordinary General Meeting of the Members of the above-named Company

duly convened and held at Fullers Mannings Heath, near Horsham, Sussex

on 4th day of July 1984

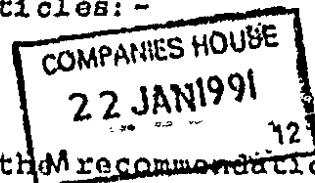
the following resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

- (1) THAT 2000 unissued Ordinary Shares of £1 each in the capital of the Company be and they are hereby sub-divided into 200,000 Ordinary Shares of 1p each.
- (2) THAT the 194,375 Ordinary Shares of £1 each already issued be converted into deferred shares.
- (3) THAT the directors be authorised to make a capitalisation issue of one Ordinary Share of 1p each for every existing Ordinary Share of £1 each by the capitalisation of £1944 being part of the amount outstanding to the credit of the Company's profit and loss account.
- (4) THAT the Articles of Association of the Company be altered by the insertion of the following new articles:-

CAPITALISATION OF PROFITS

20. The Company in general meeting may upon the recommendation of the directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly



that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be allotted to members of the Company as fully paid bonus shares.

21. The Company in General Meeting may on the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sum in paying up in full unissued shares to be allotted as fully paid bonus shares to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend (and in the same

proportions), and the Directors shall give effect to such resolution.

22. Whenever a resolution is passed in pursuance of regulation 20 or 21 above the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members."

(3) Upon the recommendation of the Directors it is desirable to capitalise the sum of £ 1944 being part of the amount

standing to the credit of the Company's profit and loss account and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full at par 194,375 unissued Ordinary Shares of 1p each in the capital of the Company to be allotted and distributed credited as fully paid among such members in the proportion of 1 new Ordinary Share of 1p for every 1 Ordinary Share of £1 (to be converted under paragraph (4) of this Resolution into Deferred Shares) held by them immediately prior to the passing of this Resolution and that the Directors be and they are hereby authorised and directed to apply the said sum of £1944 and to allot the said 194,375 new Ordinary Shares accordingly within one month after the passing of this Resolution.

- (4) Forthwith after the allotment of the new Ordinary Shares pursuant to paragraph (3) of this Resolution the rights attaching to the 194,375 previously issued registered Ordinary Shares of £1 each in the capital of the Company be cancelled and each of the said Shares be converted into a Deferred Share having attached thereto the rights and being subject to the conditions set out in the Articles of Association of the Company as altered by paragraph (5) of this Resolution.

- (5) The Articles of Association of the Company be further altered by the insertion of the following new Article 4A:

"4A The authorised share capital of the Company at the date of adoption of this Article is £250,000 divided into

- (i) 200,000 Ordinary Shares of 1p each
- (ii) 194,375 Deferred Shares of £1 each
- (iii) 8,000 Ordinary Shares of £1 each
- (iv) 45,625 "L-C Preference Shares of £1 each.

The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are (subject to and without prejudice to the rights and privileges of any Preference Shares) as follows:-

(1) As regards income:

- (a) The Ordinary Shares shall confer upon the holders thereof as a class the right to receive the whole of such dividends and other distributions as shall be resolved to be distributed out of the profits of the Company available for distribution the same to be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up thereon.

- (b) The Deferred Shares shall not confer on the holders thereof the right at any time to participate in the profits of the Company.

(2) As regards capital:

In the event of a winding up of the Company or other return of capital the assets of the Company available for distribution amongst the members shall be applied in the following manner and order of priority:-

- (a) First, in paying to the holders of the Ordinary Shares the sum of £10,000 per share;
- (b) Second, in paying to the holders of the Deferred Shares the amounts paid up or credited as paid up on such shares;
- (c) Third, in distributing the balance amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by such holders respectively.

(3) As regards voting:

The Deferred Shares shall not at any time confer on the holders thereof any right to attend or vote at

any General Meetings of the Company or receive
notices thereof."

.....*E. J. Mayo*.....

Chairman