

THE COMPANIES ACT 1985

JAMES HARTLEY LIMITED (the "Company")

(Company No. 00398001)

WRITTEN RESOLUTIONS

The undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company makes the following resolutions as special resolutions of the Company and which will, pursuant to Section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

1. **THAT** the articles of association of the Company be amended as follows:

(a) By the insertion of a new article 3A as follows:

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or institution to whom such shares have been charged by way of security, or to any nominee or transferee of such a bank or institution (a "Secured Institution").

(b) By the insertion of a new article 4A as follows:

Notwithstanding anything contained in these Articles, the directors will not decline to register any transfer of shares and may not suspend registration of such shares where such transfer:

(i) is to a Secured Institution; or

(ii) is duly executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

Notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not.

Shareholder

Bon Marche Limited

Signature

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for and on behalf of
Bon Marche Limited

Date: 6 July 2001

Gurchait Singh Chima

.....
Gurchait Singh Chima

Gurchait Singh Chima

Date: 6 July 2001

