

THE COMPANIES ACTS 1985-1989

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

CITRUS PUBLISHING LIMITED

(the 'Company')

(Passed on 21 ST MARCH 2002)




We, the undersigned, being the holder of the entire issued share capital of the Company entitling the holder to attend and vote at General Meetings of the Company hereby resolve:

SPECIAL RESOLUTION

'That the transactions briefly described below be, and are hereby, approved and that the directors of the Company be, and they are hereby, authorised to do anything necessary to carry out the transactions.

The Transactions

1. The Company giving a guarantee to National Westminster Bank plc for the obligations of the debtor specified in such security on such terms as may be agreed between the Company and the Bank.
2. The Company creating a debenture to secure all the liabilities of the Company to the Bank.'

  
For and on behalf of Citrus Holdings Limited