THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SBJ LIMITED

The following resolutions were duly agreed to by the members of the Company in accordance with Section 381A of the Companies Act 1985 with effect from 17 May 2004.

- 1. THAT the capital of the company be increased from £1,070,000 to £1,250,000 by the creation of 3,600,000 shares of 5p each to rank pari passu in all respects with the existing shares in the capital of the company.
- 2. THAT the directors be and they are hereby generally and unconditionally authorised for the purpose of s 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.
- 3. THAT upon the recommendation of the directors the sum of £250,000 being part of the accumulated capital and revenue reserves, be capitalised and appropriated as capital to and among the holders of the 20,000,000 shares of 5p each in the capital of the company as appearing in the register of members as at the close of business on the date of passing of this resolution and that the directors be authorised and directed to apply such sum in paying up in full 5,000,000 shares of 5p each in the capital of the company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the shares at the rate of one such new share for every four existing shares held by them.

Secretary

COMPANIES HOUSE

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08/06/04

COMPANIES HOUSE