

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

CONSENT

of

**The holders of Cumulative Redeemable Preference Shares of £1 each
("Redeemable Shares")**

- of -

KINGAVON LIMITED
("the Company")

WE, being the holders of all the issued Redeemable Shares of the Company at the date hereof **HEREBY CONSENT** to any and every variation or abrogation of the rights attached to such classes of shares involved in or effected by or purported to be effected by the Special Resolution passed by the Company on *3rd April* 2003 and we approve and confirm that such resolution to the intent that on and from *3rd April* 2003 the Redeemable Shares shall have the rights and incidents provided by the Articles of Association amended on that date.

Dated the *3rd* day of *April* 2003



For and on behalf of
Worldwide Imports Limited



COMPANY NUMBER: 01325578

THE COMPANIES ACTS, 1948 to 1983

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

AMENDED

MEMORANDUM

(Amended by Special Resolution passed on 22nd February 1985)

AND

ARTICLES OF ASSOCIATION

(Amended by Special Resolutions passed on 30th April 1987 and 3 April 2003)

OF

KINGAVON LIMITED

Incorporated on the 16th August 1977

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