

Company No. 1385747

The Companies Act 1985 to 1989

Company Limited by Shares

Written Resolution

Of

PAUL WHEELER LIMITED

(Pursuant to Section 381A of the Companies Act 1985)

Passed on 18th August 2004

We the undersigned members of the above-named Company being all the members of the Company entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolutions be passed by way of special resolutions of the Company.

SPECIAL RESOLUTIONS

THAT pursuant to section 155(4) of the Companies Act 1985:-

- 1) The Company is hereby authorised to:
 - a) enter into a loan agreement ("the Loan Agreement") between the Company and National Westminster Bank Plc ("the Bank") whereby the Company is proposing to borrow the sum of £160,000 ("the Loan Monies") to be secured by the existing security over the Company's assets held by the Bank being a debenture dated 16 November 2001 and a legal mortgage dated 15 December 1995 and also by such further security as the Bank may at any time hold in the future in respect of the Company's liabilities to the Bank of any kind; and
 - b) borrow the Loan Monies upon the terms and conditions set out in the Loan Agreement; and
 - c) apply the Loan Monies (or any part of them) to the payment of the consideration payable by the Company in relation to the purchase by the Company from Mr. Stephen Guy Pritchard and Mr. Paul Leslie Wheeler jointly of 100 ordinary shares of £1.00 each in its own capital and also to the payment of its costs and expenses incurred by the Company in relation to such purchase.
- 2) The giving of such financial assistance by the Company be hereby approved under Section 155 of the Companies Act 1985.

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Paul Leslie Wheeler

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Stephen Guy Pritchard

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Corinne Gale Wheeler

Gale CW



A15
COMPANIES HOUSE

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21/08/04