

Company number: 1391377

COMPANIES ACTS 1985 & 1989

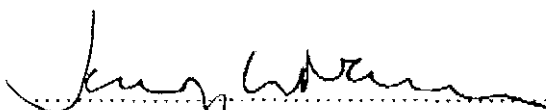
**WRITTEN RESOLUTION
of
GROSVENOR GARDEN CENTRE**


(Passed on 9th September 2004)

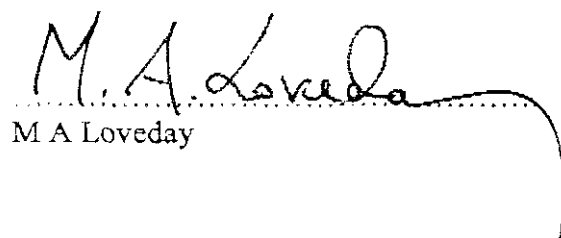
We, the undersigned, being the sole member of the above company, for the time being entitled to receive notice of, attend and vote at general meetings, hereby pass the following resolution which shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the above company duly convened and held.

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased from £2,000,000 to £5,000,000 by the creation of an additional 3,000,000 ordinary shares of £1 each in the capital of the Company, such shares to rank pari passu with the existing authorised share capital of the Company.


J H M Newsum


R S Broadhurst CBE


M A Loveday

