

Company No: 1391377

THE COMPANIES ACTS 1985 AND 1989

RESOLUTIONS

of



**GROSVENOR GARDEN CENTRE
(Passed on 14 December 2000)**

At an Extraordinary General Meeting of the above Company duly convened and held on the 14th day of December 2000 the following Resolutions were duly passed as Ordinary and Special Resolutions:

ORDINARY RESOLUTIONS

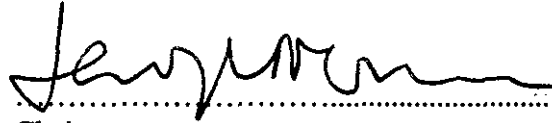
1. That the authorised share capital of the Company be increased to 1,000,000 by the creation of 500,000 additional ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. That the Directors are generally authorised pursuant to the Companies Act 1985 ("the Act") Section 80 for a period of 5 years from the date of the adoption of this resolution to exercise the power of the Company to allot relevant securities in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of relevant securities which may be allotted pursuant to this authority shall be the authorised share capital of the Company referred to in Resolution 1 above for the time being unissued and this authority may be varied or revoked by an ordinary resolution of the Company.

SPECIAL RESOLUTION

3. That the Directors be empowered, pursuant to Section 95 of the Act to allot equity securities as if the pre-emption provisions of Section 89(1) of the Act did not apply to such allotment save that this power shall be limited to the allotment of ordinary shares by way of a rights issue not exceeding 500,000 ordinary shares in the aggregate in favour of ordinary shareholders pro rata (as nearly as may be) to the respective numbers of ordinary shares held by them at the time of allotment subject to such exclusions or arrangements as the Directors may deem necessary or desirable to deal with fractional

entitlements or legal or practical problems under the laws or regulations of any regulatory authority in any territory.

This power shall expire on the date of the next Annual General Meeting of the Company except to the extent that the same is renewed or extended prior to or at such meeting save that the Company may make any offer or agreement before the expiry of this power which would or might require securities to be allotted after it has expired and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.

A handwritten signature in black ink, appearing to be 'J. J. M.', written over a horizontal dotted line.

Chairman