

Company Number: 1551763

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

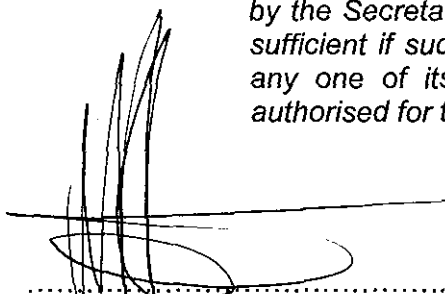
WRITTEN RESOLUTION
OF
Bravado Merchandising Services Limited

We, the undersigned, being the sole member for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, **HEREBY PASS** the following Special Resolution pursuant to Article 8 of the Articles of Association of the Company and declare that the said Resolution shall for all purposes be as valid and effective as if passed at a General Meeting of the Company duly convened:-

SPECIAL RESOLUTION

"**THAT** the current Articles of Association of the Company be amended by the insertion of the following new Article as Article 9(d), namely:-

"9(d) *The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings may at any time and from time to time by memorandum in writing signed by or on behalf of such holder or holders appoint any person to be a Director or remove any Director (whether or not appointed under this Article 9(d)) from office. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary of the Company. In the case of a corporation it shall be sufficient if such memorandum is signed by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose.*" "


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Keith Drinkwater
For and on behalf of
Bravado Group Limited

17 December 2001

