

COMPANY NUMBER 1576522

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF POURSHINS PLC

(Passed 2nd April 1991)

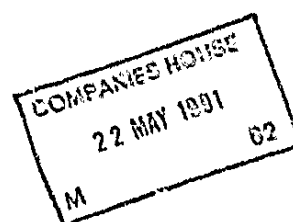
AT AN ANNUAL GENERAL MEETING of the Members of the Company duly convened and held at 4 Girling Way, Great South West Road, Feltham, Middlesex on 2nd April 1991 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

The Company be and is hereby authorised to enter into a contract for the purchase of 28,500 ordinary shares of £0.10 each in the capital of the Company from Gary Myron Mansfield, Gisele Alacria Mansfield and Ashley Wilkin such contract to be in the terms of the copy Form of Agreement produced to this Meeting and for the purpose of identification only signed by the Chairman hereof

THAT the Company be and is hereby authorised to enter into a contract granting an option to the Company to purchase 19,000 ordinary shares of £0.10 each in the capital of the Company from Gary Myron Mansfield, Gisele Alacrid Mansfield and Ashley Wilkin, such contract to be in the terms of the copy contract attached to the notice convening the Meeting and for the purposes of identification only signed by the Chairman. The authorisation given in this resolution shall be valid only for a period of 18 months from the date of this resolution.

THAT the Clause "A", set forth in the printed document attached to the notice convening the Meeting, and for the purposes of identification only signed by the Company Secretary, be adopted and inserted as Clause 3(a) in the Company's Articles and that the existing Clause 3 in the Company's Articles be re-designated Clause 3(b).

.....
SECRETARY



"A"

- (a) Subject to any statutory restrictions or other provisions for the time being in force, the Company may with respect to any fully paid up Ordinary shares and at the written request of the holder thereof, issue under the seal a warrant (hereinafter called a "Share Warrant") stating that the bearer of the warrant is entitled to the Ordinary shares specified in it whereupon the Company shall forthwith comply with its obligations contained in Section 355 of the Act. A Share Warrant shall be issued upon such terms and subject to such conditions as may be resolved by the Directors and as varied, amended or supplemented, from time to time.
- (b) The bearer of a Share Warrant shall have the rights and be subject to the terms and conditions in relation thereto conferred or imposed by the Directors from time to time and whether made before or after the issue of the Share Warrant.
- (c) All the provisions contained in these Articles and, to the extent that the same applies to the Company, Table A, with reference to share certificates, lien and the transfer and transmission of shares shall not apply to any Ordinary Shares included in a Share Warrant.

[Handwritten signature]

