THE COMPANIES ACTS 1985 and 1989   **No. 2045353**

A PRIVATE COMPANY LIMITED BY SHARES.

COOKING VINYL LIMITED

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATIONS 1985, I, THE UNDERSIGNED, BEING THE ONLY MEMBER OF THE ABOVE COMPANY BY VIRTUE OF THE COMPANIES (SINGLE MEMBER PRIVATE LIMITED COMPANIES) REGULATIONS 1992 AND THE ONLY PERSON FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF AND ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

SPECIAL RESOLUTION.

That the authorised capital of the Company be increased by the addition of £100 beyond the registered capital of £100 such additional capital being divided into 100 "A" shares of £1 each which shares shall not carry the right to receive notice of or attend and vote either in person or by proxy at any of the meetings of the company and shall not on a liquidation or winding up after the company has discharged all its debts, obligations and liabilities be entitled to receive anything other than repayment on fully paid shares at their par value or to participate in the distribution of any surplus assets except to the extent that they shall be entitled to participate equally with the ordinary shares in the company in the distribution of any assets remaining after the payment of £25,000,000 to the holders for the time being of the ordinary shares in the company.

Dated this 27th day of May, 2002

Martin Goldschmidt

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Being the sole member for the time being of the company entitled to receive notice of and attend and vote either in person or by proxy at the meetings of the company.