THE COMPANIES ACT 1995 AND THE COMPANIES ACT 1989

SPECIAL RESOLUTION

OF

DREAMS LIMITED

COMPANY NO: 2189427

At an Extraordinary General Meeting of the above named Company duly convened on N.W. November 1997 the following SPECIAL RESOLUTIONS were duly passed:

- 1. THAT the authorised share capital of the Company be increased to 100,000 ordinary shares of £1 each ranking pari passu with those already in issue.
- 2. THAT it is desirable to capitalise the sum of £49,900 being part of the amount standing to the credit of the profit and loss account in the accounts of the company, and accordingly that the said sum of £49,900 be set free for distribution amongst the holders, at the time of passing of this resolution, of the ordinary shares in proportion to the amount paid up or credited as paid on the shares held by them respectively on condition that the said sum be not paid in cash but be applied in paying up 49,900 unissued shares of £1 each to be allotted and treated, credited as fully paid, to and among the said holders in the proportion aforesaid, and that the directors shall give effect to this resolution and may make such arrangements as they think fit for the case of shares being distributable in fractions.

M G Clare - Chairman



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