

**THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

ORDINARY and SPECIAL RESOLUTIONS

of

The Celebrated Group Limited

Passed on the 4 October 1995

At an Extraordinary General Meeting of the Company, duly convened and held at 100A High Street, Burnham, Buckinghamshire, SL1 7JT on the above date, the following resolutions were duly passed as Ordinary and Special Resolutions (respectively) of the Company:

Ordinary Resolutions

- 2 That with effect from, and conditionally upon, the admission of the entire issued ordinary share capital of the Company to trading upon the Alternative Investment Market (as established by Chapter 16 of the Rules of the London Stock Exchange):
 - 2.1 the authorised share capital of the Company be and it is hereby increased from £2,584,010 to £5,380,064 by the creation of 11,184,216 new Ordinary Shares of 25p each ranking pari passu in all respects with the existing 7,000,000 Ordinary Shares of 25p each in the capital of the Company;
 - 2.2 the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £2,000,000; and provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and all previous authorisations under Section 80 of the Companies Act 1985 shall henceforth cease to have any effect;
 - 2.3 conditionally also upon the 380,064 Preference Shares of £1 each in the capital of the Company, all of which are presently in issue, being redeemed (in accordance with the provisions of Article 3.4 of the Company's existing Articles of Association, as adopted on 1 July 1994) and not having been taken or agreed to be taken by any person, then all of such Preference Shares shall be hereby cancelled, and the authorised share capital of the Company accordingly diminished to £5,000,000 divided into 1,815,784 "A" Ordinary Shares of 25p each and 18,184,216 Ordinary Shares of 25p each;
 - 2.4 the Celebrated Group Share Option Scheme 1995 (the "Scheme"), the Rules of which are contained in a draft produced to this Meeting and initialled for the purpose of identification by the Chairman, be and is hereby adopted and the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for the purpose of



implementing and giving effect to the Scheme;

- 2.5 the Directors be and are hereby authorised to vote and to be counted in the quorum at any Meeting of the Directors at which any matter connected with the Scheme is under consideration notwithstanding that they may be interested in the Scheme in any present or proposed capacity whatsoever and that this Resolution shall operate so far as is necessary by way of suspension and relaxation of the prohibition on interested Directors voting contained in the Articles of Association of the Company, provided that no Director may vote or be counted in a quorum when the Directors are considering any matter concerning his individual rights of participation in the Scheme.

Special Resolutions

- 3 That with effect from, and conditionally upon, the admission of the entire issued ordinary share capital of the Company to trading upon the Alternative Investment Market (as established by Chapter 16 of the Rules of the London Stock Exchange):
- 3.1 subject to the passing of Ordinary Resolution No. 2.2 above the Directors of the Company be and are hereby empowered to allot equity securities (as defined for the purposes of Section 95 of the Companies Act 1985) for cash pursuant to the authority conferred by the said Resolution as if sub-Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited:
- 3.1.1 to the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of Ordinary Shareholders in proportion (as nearly as possible) to the number of Ordinary Shares held by them and the Directors may deal as they see fit with fractional entitlements or with legal or practical problems arising in any overseas territory or with the requirements of any regulatory body or stock exchange; and
- 3.1.2 to the allotment (otherwise than pursuant to sub-paragraph 3.1.1 above) of equity securities up to a total nominal amount of £1,160,000;
- and this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may make an offer or enter into an agreement before the expiry of that date which would or might require equity securities to be allotted after that date and the Directors may allot equity securities in pursuance of such an offer as if the power conferred hereby had not expired;
- 3.2 the provisions of the Memorandum of Association with respect to the Company's objects be amended by the substitution for the existing Clause 4 of the new Clause 4 contained in the reprinted Memorandum of Association of the Company, a copy of which is produced to the Meeting and initialled for the purpose of identification by the Chairman;
- 3.3 the Articles of Association, a copy of which is produced to the Meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.



.....
Chairman

Company Number: 2297958

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989

A Private Company Limited by Shares

WRITTEN CONSENT

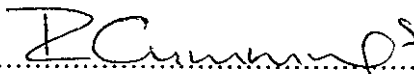
of
the holders of the "A" Ordinary Shares of 25p each
in


The Celebrated Group Limited

pursuant to Regulation 4 of the Company's Articles of Association

We, the undersigned, being the holders of 75% of the issued "A" Ordinary Shares of 25p each in the capital of the above Company, hereby consent to such variations and/or abrogations of the special rights attached to the "A" Ordinary Shares of 25p each in the capital of the above Company as are made by the Ordinary and Special Resolutions of the Company passed or proposed to be passed on 4 October 1995, a copy of which is annexed to this consent.

SIGNED:


.....
for and on behalf of 3i plc


.....
for and on behalf of 3i Group plc

DATED: 4/10, 1995

**THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989**

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ORDINARY and SPECIAL RESOLUTIONS

of

The Celebrated Group Limited

Passed on the 4 October 1995

At an Extraordinary General Meeting of the Company, duly convened and held at 100A High Street, Burnham, Buckinghamshire, SL1 7JT on the above date, the following resolutions were duly passed as Ordinary and Special Resolutions (respectively) of the Company:

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 - 2.1 the authorised share capital of the Company be and it is hereby increased from £2,584,010 to £5,380,064 by the creation of 11,184,216 new Ordinary Shares of 25p each ranking pari passu in all respects with the existing 7,000,000 Ordinary Shares of 25p each in the capital of the Company;
 - 2.2 the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £2,000,000; and provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and all previous authorisations under Section 80 of the Companies Act 1985 shall henceforth cease to have any effect;
 - 2.3 conditionally also upon the 380,064 Preference Shares of £1 each in the capital of the Company, all of which are presently in issue, being redeemed (in accordance with the provisions of Article 3.4 of the Company's existing Articles of Association, as adopted on 1 July 1994) and not having been taken or agreed to be taken by any person, then all of such Preference Shares shall be hereby cancelled, and the authorised share capital of the Company accordingly diminished to £5,000,000 divided into 1,815,784 "A" Ordinary Shares of 25p each and 18,184,216 Ordinary Shares of 25p each;
 - 2.4 the Celebrated Group Share Option Scheme 1995 (the "Scheme"), the Rules of which are contained in a draft produced to this Meeting and initialled for the purpose of identification by the Chairman, be and is hereby adopted and the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for the purpose of

implementing and giving effect to the Scheme;

- 2.5 the Directors be and are hereby authorised to vote and to be counted in the quorum at any Meeting of the Directors at which any matter connected with the Scheme is under consideration notwithstanding that they may be interested in the Scheme in any present or proposed capacity whatsoever and that this Resolution shall operate so far as is necessary by way of suspension and relaxation of the prohibition on interested Directors voting contained in the Articles of Association of the Company, provided that no Director may vote or be counted in a quorum when the Directors are considering any matter concerning his individual rights of participation in the Scheme.

Special Resolutions

- 3 That with effect from, and conditionally upon, the admission of the entire issued ordinary share capital of the Company to trading upon the Alternative Investment Market (as established by Chapter 16 of the Rules of the London Stock Exchange):
- 3.1 subject to the passing of Ordinary Resolution No. 2.2 above the Directors of the Company be and are hereby empowered to allot equity securities (as defined for the purposes of Section 95 of the Companies Act 1985) for cash pursuant to the authority conferred by the said Resolution as if sub-Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited:
- 3.1.1 to the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of Ordinary Shareholders in proportion (as nearly as possible) to the number of Ordinary Shares held by them and the Directors may deal as they see fit with fractional entitlements or with legal or practical problems arising in any overseas territory or with the requirements of any regulatory body or stock exchange; and
- 3.1.2 to the allotment (otherwise than pursuant to sub-paragraph 3.1.1 above) of equity securities up to a total nominal amount of £1,160,000;
- and this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may make an offer or enter into an agreement before the expiry of that date which would or might require equity securities to be allotted after that date and the Directors may allot equity securities in pursuance of such an offer as if the power conferred hereby had not expired;
- 3.2 the provisions of the Memorandum of Association with respect to the Company's objects be amended by the substitution for the existing Clause 4 of the new Clause 4 contained in the reprinted Memorandum of Association of the Company, a copy of which is produced to the Meeting and initialled for the purpose of identification by the Chairman;
- 3.3 the Articles of Association, a copy of which is produced to the Meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.



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Chairman

Company Number: 2297958

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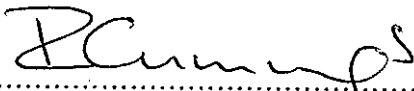
of
the holders of the Preference Shares of £1 each
in

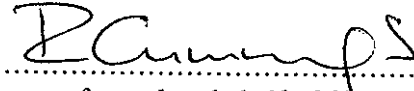
The Celebrated Group Limited

pursuant to Regulation 4 of the Company's Articles of Association

We, the undersigned, being the holders of 75% of the issued Preference Shares of £1 each in the capital of the above Company, hereby consent to such variations and/or abrogations of the special rights attached to the Preference Shares of £1 each in the capital of the above Company as are made or to be made by the Ordinary and Special Resolutions of the Company passed or proposed to be passed on 4 October 1995, a copy of which is annexed to this consent.

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