

THE COMPANIES ACT 1985

COMPANY NUMBER 2319160

SPECIAL RESOLUTION OF

TUNECLASS LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), 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.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the following new sub-clause:

(a) To carry on all or any of the businesses of designers, manufacturers and agents for the sale of, and dealers in clothing of every description, fashion specialists, tailors and dressmakers, costumiers, milliners and general drapers, furriers, hosiers, hatters, silk mercers, lace merchants and dealers in textile fabrics of all kinds, corset and belt makers, haberdashers, glovers, dyers and cleaners, proprietors of boutiques, dress shops and general stores, sports outfitters, dealers in sports and athletic equipment and accessories, boot and shoe manufacturers and dealers, hide, skin and fur merchants, curriers, tanners, umbrella dealers, manufacturers of and dealers in wigs, bags, trunks, suit cases, leather and fancy goods of all kinds, and of and in perambulators, nursery and other furniture, china, glass, cutlery, pottery, jewellery, toys, games, novelties, stationery, perfumery and toilet requisites and all articles, commodities and things used or required for household or personal use or adornment; owners of depositories, furnishings and general warehousemen, storekeepers, insurance and general agents, merchants and traders; and to buy, sell and generally deal in garments, clothing and soft goods of every description, and all goods, materials, articles and things required for the purpose of any of the foregoing businesses, or capable of being profitably dealt with in connection with, or are likely to be required by customers of or persons having dealings with the Company; to include activities of a holding company and the provision of consultancy services.

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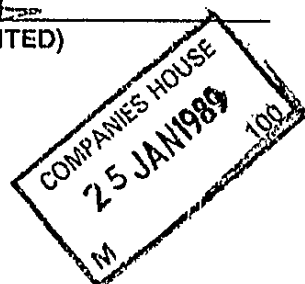
Dated this 6th day of December 1988

Signed

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

JORDAN & SONS LTD  
21 ST. THOMAS ST.  
BRISTOL, BS1 6JS



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