

A PRIVATE COMPANY LIMITED BY SHARES.

ANGEL INTERIORS U.K. 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) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY 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.

WRITTEN RESOLUTION.

That the authorised capital of the Company currently being £1,000 divided into 1,000 ordinary shares of £1 each be reclassified as "A" ordinary shares and that thereafter the capital be increased by the addition of £1,000 beyond such registered capital of £1,000 such additional capital being divided into 1,000 "B" shares of £1 each. The following rights, privileges and restrictions shall henceforth be attached to the "A" ordinary shares and the "B" ordinary shares in the company.

AS TO VOTING

The fully paid "A" ordinary shares shall carry the right to be notified of and attend and vote either in person or by proxy at all the meetings of the company but no such rights shall in any circumstances attach to the "B" ordinary shares.

AS TO INCOME

The fully paid "B" ordinary shares shall carry the right to receive such dividends, payable at such frequency at such times and in such amounts as shall be determined on the advice of the directors as from time to time shall be determined at a general meeting duly convened and held by the holders for the time being of the "A" ordinary shares. In no circumstances shall the holders of the "A" shares be entitled to the receipt of a dividend.



AS TO REDEMPTION

The "B" ordinary shares shall not be redeemable.

AS TO REPAYMENT

In the event of a liquidation or winding up after the company has discharged all its debts, obligations and liabilities both classes of fully paid shares shall rank *pari-passu* and be entitled to repayment at their par value and participate equally in the distribution of any surplus in a direct and pro-rata proportion to the number of fully paid shares held.

Dated this 3rd day of April 2000.

Gary Butcher

X *G. Butcher* X

Arelene Steel

X *A. Steel* X

Louise C Wright.

X *[Signature]* X

Being all the Members for the time being entitled to receive notice of and attend and vote either in person or by proxy at the Meetings of the Company.

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