

No: 02414417

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of


RDM FACTORS LIMITED

Passed *30 July* 2004

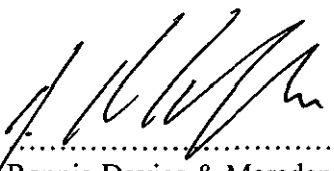
We being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company considering the resolution set out below hereby pass the following resolution in writing (such resolution to have effect as a Special Resolution) pursuant to section 381A of the Companies Act 1985 (as amended).

RESOLUTION

THAT the draft agreement annexed to this resolution made between the Company and Martin Austin ("the Vendor") for the purchase by the Company of 1326 Convertible B Preference shares of £0.01p each of the Company registered in the name of the Vendor for a consideration of £27,500 be approved.


.....
John Bush

Date *30/7/04*


.....
Rennie Davies & Marsden Holdings Limited

Date *30/7/04*

