

Company No. 2550982

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

MATTHEW CLARK WHOLESALE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on Friday, 14th February, 1997 the following Ordinary Resolutions were passed:

ORDINARY RESOLUTIONS

- (i) THAT the capital of the company be increased from £100 to £3,000,100 by the creation of 3,000,000 new shares of £1 each to rank pari passu in all respects with the ordinary shares in the capital of company.
- (ii) THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £3 million for a period expiring (unless previously renewed, varied or revoked by the Company on general meeting) 5 years after passing of this resolution save that the directors may notwithstanding such expiry, allot any shares or grant any such rights under this authority in

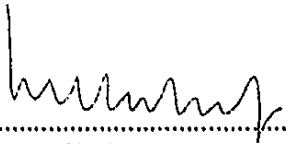
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pursuance of an offer or agreement so to do made by the company  
before the expiry of this authority.

  
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Chairman