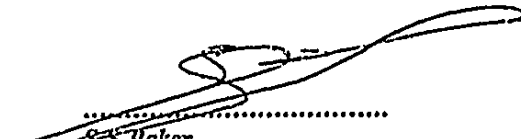


Company Number: 2573431

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
ORDINARY RESOLUTIONS
OF
TOMATO LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 28th day of October 1996 the following ORDINARY RESOLUTIONS were duly passed:

1. THAT the Share Capital of the Company be increased from £400 to £1,000 by the creation of 600 new Shares of £1 each ranking in all respects pari passu with the 400 existing Shares of £1 each in the Capital of the Company.
2. THAT the Director be and is hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the passing of this Resolution; and that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting. Save that the Director may notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.


S S Baker
Chairman

