

**VIVA (CONSUMER PRODUCTS) LIMITED**

Registered in England - No. 2742091

**WRITTEN RESOLUTION**Passed 7<sup>th</sup> July 1999

Pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996) and paragraph 5 of Schedule 15A Part II Companies Act 1985 the following Resolution is hereby passed as a Special Resolution:

**SPECIAL RESOLUTION**

That, in accordance with the articles of association of the Company the Purchase Contract expressed to be made between Rose Marie Thompson (i) and the Company (ii) and to provide for the purchase by the Company of 25 shares of £1 each of the Company, a final draft whereof marked "A" is attached to this Resolution, be and the same is hereby approved for the purposes of Section 164 of the Companies Act 1985 and generally and the Directors be and they are hereby authorised to procure the Company to enter into such Purchase Contract.

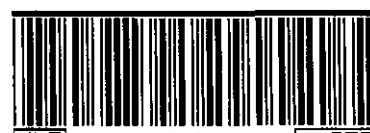
Signed by all the members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature: R. Arthur

Name: Richard Arthur Hobbs

Signature: A M Thompson

Name: Ann-Marie Thompson

Date of  
Signature: 7<sup>th</sup> July 1999Date of  
Signature: 7<sup>th</sup> July 1999HLE \*H7CRTHVW\* 258  
COMPANIES HOUSE 09/07/99

Signature:

R. Attobly

Name:

Vijayakumari Hobbs

Date of

Signature:

7<sup>th</sup> July 1999

Signature:

A W Thompson

Name: Ann-Marie Thompson duly  
appointed Attorney for Joseph Thompson

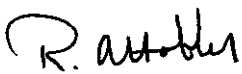
Date of

Signature:

7<sup>th</sup> July 1999

I, Richard Arthur Hobbs being a Director of the Company, hereby certify that:

1. In accordance with paragraphs 5(3) and 6(3) of Schedule 15A Companies Act 1985 a copy of the final draft of the Purchase Contract referred to in the Resolution was supplied to each relevant member at or before the time at which that Resolution was supplied to such member for signature.
2. A copy of the above Resolution was sent to the Company's auditors in accordance with section 381B Companies Act 1985 and received by them on 7<sup>th</sup> July 1999.
3. Accordingly the Resolution has effect and pursuant to section 381A(5) Companies Act 1985 is deemed to have been passed on 7<sup>th</sup> July 1999.

  
\_\_\_\_\_  
Director