

THE COMPANIES ACTS 1985 - 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
C.M. SUPPLIES LIMITED
("the Company")



We, the undersigned, being or representing all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company pursuant to Regulation 53 of Table A in the first schedule to the Companies (Tables A to F) Regulations 1985 (as amended) which are incorporated into the Company's Articles of Association resolve that the following resolution be duly passed as two written special resolutions and one written ordinary resolution of the Company:

SPECIAL RESOLUTIONS

1. THAT the terms of an agreement ("the Agreement") proposed to be made between Mark Anthony Milward and Wendy Milward (1) ("the Sellers") and the Company (2) for the purchase by the Company of 100 Ordinary Shares of £1 each in the capital of the Company from the Sellers upon the terms (including total consideration of £400,000) set out in the copy of the proposed Agreement attached to this resolution be and are hereby approved.
2. THAT the pre-emption rights set out in the Articles of Association of the Company shall not apply to the transfer of shares pursuant to the Agreement approved by resolution 1 above.

ORDINARY RESOLUTION

3. THAT in accordance with the Companies Act 1985 section 320 the purchase by the Company of the shares in the capital of the Company owned by Mark Anthony Milward, a director of the Company, upon the terms of the Agreement referred to in resolution 1 above be approved.

A handwritten signature in black ink, appearing to be "CJM", is written over a dotted line.

Carl James Milward

A handwritten signature in black ink, appearing to be "MAM", is written over a dotted line.

Mark Anthony Milward

(to the extent that the Agreement relates to
shares to be transferred by Wendy Milward)

Diane Milward

Diane Julie Milward

W. Milward

Wendy Milward

(to the extent that the Agreement relates to
shares to be transferred by Mark Anthony
Milward)

Date: *8th July 2004*