

COMPANY NO: 3012199

RESOLUTION OF BECKS (EASTBOURNE) LIMITED

At an Extraordinary General Meeting of the members of the above named company duly convened at 10am on 24 day of ~~December~~ 1998 the following resolutions were passed unanimously, in person or by proxy, by all the members entitled to attend and vote at the meeting.

ORDINARY RESOLUTION

- 1 That, subject to the passing of resolution 2 below:

The authorised share capital of the company be and is hereby increased by £200,000 from £44,000 to £244,000 by the creation of 200,000 Ordinary shares of £1 each, (having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the company, as amended by Resolution 2).

SPECIAL RESOLUTION

- 2 That the company's Articles of Association be amended as follows:

- 1 The heading to the company's Articles of Association shall be amended by inserting the words "and amended by a special resolution passed on 24 day of ~~December~~ 1998.

- 2 Article 5 shall be deleted in its entirety and shall be replaced by the following new paragraph:

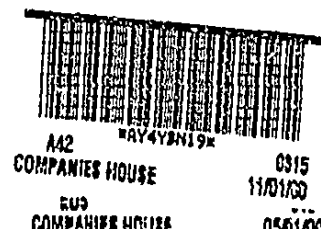
"The authorised share capital of the company is £244,000 divided into 244,000 ordinary shares of £1 each".

Signed



.....
Director
for and on behalf of
Becks (Eastbourne) Limited

24/12/98
.....
Date



COMPANY NO: 3012199

RESOLUTION OF BECKS (EASTBOURNE) LIMITED

At an Extraordinary General Meeting of the members of the above named company duly convened at 5pm on 6 day of July 1999, the following resolutions were passed unanimously, in person or by proxy, by all the members entitled to attend and vote at the meeting.

ORDINARY RESOLUTION

- 1 That, subject to the passing of resolution 2 below:

The authorised share capital of the company be and is hereby increased by £256,000 from £244,000 to £500,000 by the creation of 256,000 Ordinary shares of £1 each, (having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the company, as amended by Resolution 2).

SPECIAL RESOLUTION

- 2 That the company's Articles of Association be amended as follows:

- 1 The heading to the company's Articles of Association shall be amended by inserting the words "and amended by a special resolution passed on 6 day of July 1999".

DECEMBER

- 2 Article 5 shall be deleted in its entirety and shall be replaced by the following new paragraph:

"The authorised share capital of the company is £500,000 divided into 500,000 ordinary shares of £1 each".

Signed

Director
for and on behalf of
Becks (Eastbourne) Limited

Date

6/12/99



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