

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 ~~November~~ 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 £44,001 to £244,001 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 ~~November~~ 1998".

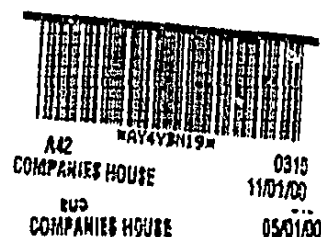
- 2 Article 5 shall be deleted in its entirety and shall be replaced by the following new paragraph:

"The authorised share capital of the company is £244,001 divided into 244,001 ordinary shares of £1 each".

Signed


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

24/11/98
.....
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 9am 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 £244,001 to £500,001 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".

- 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 £500,001 divided into 500,001 ordinary shares of £1 each".

Signed

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

6/12/99
.....
Date

