

Company No. 3086814

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

FRENCH SOLE LIMITED

Passed on 22 March 2001

By written resolution, pursuant to the Articles of Association of the Company, the following resolutions, which will have effect as an Ordinary and a Special Resolution respectively and which will be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held, were passed on 22 March 2001:

ORDINARY RESOLUTION

"THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot relevant securities of the Company up to a maximum nominal amount of £98 during the period of five years from the date of this Resolution."

SPECIAL RESOLUTION

"THAT the provisions of the Articles of Association relating to rights of pre-emption on allotment shall not apply to the allotment of any equity securities which at the time of passing of this Resolution the Directors propose to allot provided that such allotment is made within one month of the date of passing of this Resolution and is limited to equity securities up to an aggregate nominal amount of £98."

Signature.....

Paul Bineworth

DIRECTOR



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COMPANIES HOUSE

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22/05/01