

**THE COMPANIES ACT 1985 (AS AMENDED)**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF**  
**CPP MERCHANDISING LIMITED (the "Company")**  
**(REGISTERED COMPANY NUMBER 03180887)**

**PURSUANT TO SECTION 381A OF THE**  
**COMPANIES ACT 1985 (AS AMENDED)**

(passed on 23 July 2003)

WE, the undersigned members of the above named Company, being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company or the authorised agents of such members, hereby resolve in accordance with Section 381A of the Companies Act 1985 (as amended) as follows, such resolution to take effect as a special resolution (and agree that such resolution shall be as effective as if it had been passed at a general meeting of the Company duly convened and held):

**SPECIAL RESOLUTION**

THAT the objects of the Company as set out in the Memorandum of Association of the Company be as follows in substitution and to the complete exclusion of Paragraph 3 of the existing Memorandum of Association:

3. The Company's objects are:

- (A) to carry on business as a general commercial company;
- (B) to secure any debt, obligation or liability of the Company by mortgages or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company; and
- (C) either with or without the Company receiving any consideration direct or indirect from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by such section, or another subsidiary, as defined by such section, of the Company's holding company or otherwise associated with the Company in business.

Signed:..... Dated: 23 July 2003.....

for and on behalf of  
**CPP Holdings Limited**

