

Company Number: 3240384

COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
PRINT OF WRITTEN RESOLUTIONS
OF
INCORPATEWEAR LIMITED

We, the undersigned, being all the members for the time being entitled to receive notice of and attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company in accordance with regulation 53 of Table A, the Articles of Association, Section 381A of the Companies Act 1985 and all other powers in that regard and agree for all purposes that the said resolutions shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

SPECIAL RESOLUTIONS

- 1 That the "A" ordinary shares in the authorised and issued capital of the Company registered in the name of the members set out below and held by them in the proportions set out below be and hereby are re-classified as ordinary shares ranking pari passu in all respects:-

<u>Shareholder</u>	<u>No of "A" ordinary shares</u>
Russell Thompson	4,641
Lloyd McCall	5,461
Brian Lamb	4,641

- 2 That the "B" ordinary shares in the authorised and issued capital of the Company registered in the name of the members set out below and held by them in the proportions set out below be and hereby are re-classified as ordinary shares ranking pari passu in all respects:-

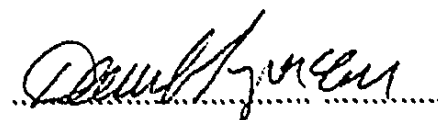



<u>Shareholder</u>	<u>No of "B" ordinary shares</u>
Docuscan Limited	4,560
Company Financial Services Limited	4,669
Linda Wellard	2,184
MGGR (UK) Limited	1,146

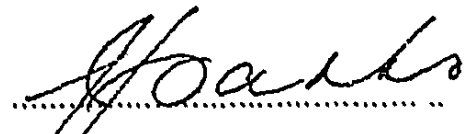
- 3 That the articles of association in the form annexed hereto be and hereby are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
- 4 That the authorised share capital of the Company be increased from £27,302 to £50,000 by the creation of 22,698 ordinary shares of £1 nominal value each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
- 5 That the directors are unconditionally authorised for the purpose of Section 80 Companies Act 1985 to allot and dispose of or grant options of the Company's shares to such persons, on such terms and in such manner as they think fit up to a total issued share capital of £50,000 at any time during the period of 5 years from the date hereof.
- 6 That by virtue of Section 95(1) Companies Act 1985, Section 89(1) shall not apply to the allotment of shares up to a total aggregate value of £37,750.
- 7 That the Company capitalise the sum of £4,700, being part of the amount standing to the credit of the reserves of the Company and accordingly that such sum be set free for distribution amongst the holders of the issued ordinary shares of £1 each in the capital of the Company in the proportion of 0.172 for every one ordinary share of £1 nominal value each now held by them on condition that the same be not paid in cash but be applied in paying up in full 4,700 ordinary shares of £1 in the capital of the Company at present unissued to be allotted and issued credited as fully paid at par to and amongst such members provided that fractional entitlement should be ignored and rounded up and holders of ordinary shares shall not be entitled to fractional certificates.

- 8 The Incorporatewear Enterprise Management Incentive Scheme ("the Scheme"), the rules of which have been circulated with this written resolution and signed by the Chairman for the purposes of identification only, be and hereby are approved and adopted and the Directors are hereby authorised to do all acts and things necessary to implement the Scheme.
- 9 That Robert Pollock be and hereby is appointed as a director of the Company.
- 10 That Nicholas Alderman be and hereby is appointed as a director of the Company.
- 11 That the Company be and hereby is authorised to enter into new executive employment agreements with each of Robert Pollock, Russell Thompson, Brian Lamb, Lloyd McCall and Nick Alderman (together "the Executive Directors") in the form previously circulated to the shareholders and approved.
- 12 That the terms of a bonus scheme to be granted to the Executive Directors in the terms previously approved by the shareholders be and hereby are approved and the Company be authorised to grant the same.
- 13 That the Company be and hereby is authorised to enter into a new commission agreement with HQ Design Limited and Jeffrey Tatham-Banks in the form previously circulated to the shareholders and approved.


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Russell Thompson


.....
Lloyd McCall


.....
Brian Lamb


.....
Director
for and on behalf of Docuscan Limited

..... *mylaeaven*

Director/Secretary

For and on behalf of Company Financial
Services Limited

..... *Linda Wellard*

Linda Wellard

..... *CM Buma*

Director

For and on behalf of MGGR (UK) Limited

Dated 17th July 2002

NOTE: copy to auditors if proceed pursuant to Section 381 CA