

3310603

BY WORD OF MOUTH LIMITED

MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in accordance with section 381A of the Companies Act 1985 THAT:

All of the non-cumulative non-participating preference shares ("Preference Shares") of £1 each in the Company shall be reclassified as Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the Company and the dividend that has accrued on each Preference share down to the date of payment shall be cancelled; and

All of the A Ordinary Shares and B Ordinary Shares each of £1 in the capital of the Company shall be reclassified as Ordinary Shares to rank pari passu in all respects with each other.

That the regulations contained in the document submitted to the meeting and signed for the purpose of identification by the chairman of the meeting be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

AND the undersigned as the holder of all of the issued shares of each class in the Company **HEREBY CONSENT** to the passing of the above resolution and to each and every variation or abrogation of the rights attaching to such shares involved in or resulting from the passing of such resolution.

Dated: 29 March 2004

Member's Name

Simply Smart Group Limited

Signature

For and on behalf of

Simply Smart Group Limited

