

Company Number: 3331904

COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
UTOPIA BATHROOMS LIMITED

We, the undersigned, being all the shareholders for the time being of the above named company ("the Company") entitled to attend and vote hereby unanimously pass the following resolutions as special resolutions of the Company in accordance with regulation 53 of Table A, Section 381 of the Companies Act 1985 and all other powers in that regard and agree for all purposes that the said resolutions shall be as valid and effective as if passed at a general meeting of the Company duly convened and held:-

In this written resolution, reference to the Group Companies shall mean all and any of:-

the Company;

Utopia Group Limited (company no: 3331904);

Utopia Furniture Limited (company no: 2826071); and

Kidsville Limited (company no: 3331902).

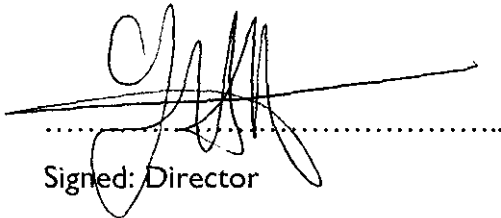
SPECIAL RESOLUTION

1. The entry by the Company into a revolving credit facility agreement with The Royal Bank of Scotland plc the form of which has been initialled by the shareholders for identification, be and hereby is approved.

2. The entry by the Company into a letter of credit facility with The Royal Bank of Scotland plc, the form of which has been initialled by the shareholders for identification, be and hereby is approved.



3. The Company be authorised to assist and support the Group Companies by entering into a composite guarantee and debenture to be granted in favour of The Royal Bank of Scotland plc to secure repayment to the Bank of all moneys and liabilities at any time due owing or incurred by the Group Companies to the Bank.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

Signed: Director

Duly authorised for and on behalf of
Utopia Group Limited

Dated 28th November 2001