

0434R

Company No. 3400140

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of BERRYS DIRECT LIMITED

Passed the 31st January 2004

By means of a written resolution dated 31st January 2004 and signed by all the members of the above-named company entitled to attend and vote at general meetings the following **ORDINARY RESOLUTION** was passed:

CAPITALISATION RESOLUTION

IT WAS RESOLVED

That upon the recommendation of the Directors it is desirable to capitalise the sum of £500000.00 being part of the amount standing to the credit of the Company's reserves and accordingly that the Directors be authorised and directed to appropriate the said sum for distribution to the holders of the Ordinary Shares of £1 each on the Register at the close of business on 31st January 2004 in proportion to the amounts paid up on the issued Ordinary Shares of £1 each then held by them respectively and to apply such sum on behalf of such holders in paying up in full 500000 of the unissued Ordinary Shares of £1 each in the capital of the Company, such shares to be allotted and distributed, credited as fully paid up, to and amongst such holders in the same proportion as the existing shares are issued to the existing Members and that such shares shall rank for all purposes pari passu with the existing issued Ordinary Shares of the Company.


N Jossel
Director

