

Company No. 3541144



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING
of
BRITTON GROUP LIMITED ("the Company")

In accordance with regulation 54 of the Company's articles of association, Britton Group (Holdings) Limited, being the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which it was present, passes the following resolutions in writing:

1. THAT the authorised share capital of the Company be increased from £37,200,100 to £82,700,100 by the creation of 45,500,000 ordinary shares of £1.00 each;
2. THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of 45,500,000 for a period expiring five years from the date on which these resolutions are passed but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

Signed

For and on behalf of **BRITTON GROUP (HOLDINGS) LIMITED**

Date:

2 November 2001