



THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS of
OCEAN AIR DISTRIBUTION LIMITED (the "Company")
(Company Number 03663699)

We, the members of the Company noted that we had been supplied with a copy of a statutory declaration made pursuant to section 155(6)(a) of the Companies Act 1985 (as amended) (the "Act") sworn by the sole director of the Company, together with a report of the auditors of the Company annexed hereto.

We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at General Meetings of the Company agree to and make the following resolutions which shall have effect as Written Resolutions and which shall, pursuant to Section 381A of the Act (as amended by the Deregulation (Resolutions of Private Companies) Order 1996) be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered by the insertion of the following new clause at F (i):

"To provide financial assistance pursuant to sections 151 and 152 of the Companies Act 1985 for the acquisition of shares in the Company, including but not limited to, to lend, borrow and raise money in any manner, to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital."

2. That, subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance by the Company for the purposes of the Acquisition in the form described in the statutory declaration of the Company made pursuant to section 155(6)(a) of the Act, be approved.

3. That, subject to the approval thereof by the directors of the Company, the provisions of the documents and the terms of the loan referred to below which the Company is proposing to enter into and grant in connection with the acquisition by **B E K C Limited** (the "**Purchaser**") of the entire issued share capital of the Company (the "**Acquisition**") be and are hereby approved and, notwithstanding any provisions of the *Memorandum and Articles of Association of the Company* or any personal interest of the sole director, the sole director of the Company be and is hereby authorised on behalf of the Company to create and complete such documents and make such loan (as the same may be amended, varied, supplemented or substituted from time to time) being:-

- 3.1. A receivables finance agreement (the "**Financing Agreement**") to be entered into between the Company and Lloyds TSB Commercial Finance Limited (the "**Bank**") pursuant to which the Bank will provide a receivables finance facility to the Company, certain proceeds of which will be lent to the Purchaser for the purpose of assisting the Purchaser with the purchase of the Company;

- 3.2. A debenture over the Company in favour of the Bank, pursuant to which the Company agrees to provide an all monies debenture to the Bank incorporating fixed and floating charges over all the assets and property of the Company in connection with and as security for sums advanced by the Bank under the Financing Agreement (the "**Debenture**"); and

together the "**Documents**"; and

- 3.3. An interest free loan (repayable on demand) from the Company to the Purchaser in the aggregate sum of £900,000 to facilitate the acquisition of the Company by the Purchaser (the "**Loan**").



Stephen John Shoubridge



Deirdre Anne Shoubridge

Date: 6 December 2006

A copy of these written resolutions was given to the Company's auditors on the date hereof in accordance with section 381B of the Act.