

Company No: 3701328

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION**



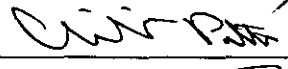
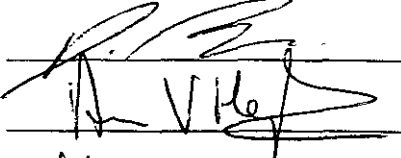
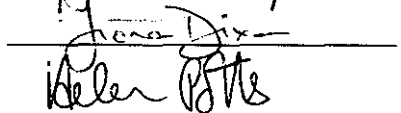
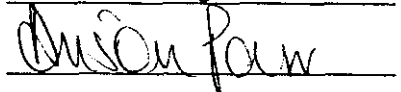
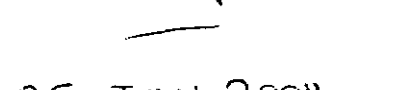
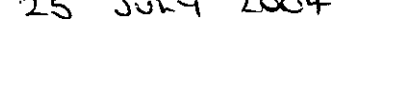
**OF**

**Hepher Dixon Limited**

In accordance with section 381a of the Companies Act 1985, we, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, hereby unanimously resolve upon the following resolution and agree that it shall be valid and effective as if it had been passed as an ordinary resolution at a general meeting of the company duly convened and held.

That the nominal share capital of the company be increased from £25,175 to £31,000, by the creation of 9,750 'C' Ordinary Shares of ten pence each, 18,500 'D' Ordinary Shares of ten pence each, 30,000 'E' Ordinary Shares of ten pence each,

That the Ordinary Shares issued following this resolution shall carry the same rights as, and rank parri passu in every respect with ordinary shares of the company including the right to participate in full in all dividends declared on the ordinary share capital of the company of the same class.

  
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R Hepher

P Dixon

C Potts

D Parr

Mrs A Hepher

Mrs F Dixon

Mrs H Potts

Mrs A Parr

25 JULY 2004



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COMPANIES HOUSE

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COMPANIES HOUSE