

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RESTAURANTS & BARS LIMITED (the "Company")



We, the undersigned, together owning one hundred per cent of the issued share capital of the Company, for the time being entitled to attend and vote at general meetings, hereby **RESOLVE** that the following resolution be passed as written resolutions having effect in the case of resolutions 1 to 3 as ordinary resolutions and in the case of resolutions 4 and 5, as a special resolution of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

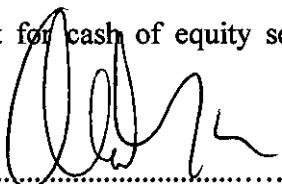
1. **THAT** the share capital of the company be re-organised by sub-dividing all of the 50,000 issued ordinary shares of £1 each into 5,000,000 ordinary shares of 1 pence each.
2. **THAT** the authorised share capital of the Company be increased by £19,950,000.00 by the creation of 1,995,000,000 new ordinary shares of 1 pence each ranking pari passu with the existing ordinary shares in the capital of the Company.
3. **THAT**, in substitution for all previous authorities, the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £19,950,000.00 for a period expiring (unless

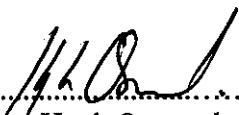
previously renewed, varied or revoked by the Company in general meeting) five years after the date of passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

4. **THAT**, pursuant to section 28 of the Companies Act 1985, the name of the Company be changed to Yava Limited.
5. **THAT**, subject to the passing of resolution 2 above, the Directors be generally empowered pursuant to section 95 of the Act to allot or make offers or agreements to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to the allotment. This power:-
 - (A) expires five years after the date on which this resolution is passed (unless previously renewed, varied or revoked by the Company in general meeting), but the Directors may at any time prior to the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after expiry of such period and the Directors may allot equity securities in pursuance of that offer or agreement as if the authority had not expired; and
 - (B) is limited to the allotment for cash of equity securities of a maximum nominal amount of £19,950,000.

Signed on ^{24 March} July 2000


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Alan McIntosh


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Hugh Osmond