

47

Company No: 3770319

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTIONS

of

13 BELSIZE SQUARE LIMITED

(the "Company")

Notice is given that all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolved as at 22 December 2000 and pursuant to Section 381A of the Companies Act 1985 (the "Act"), that the following special resolutions be passed and that such resolutions shall for all purposes be as valid and effective as if the same have been passed at a general meeting of the Company duly convened and held:

1. That the authorised share capital of the Company be and is hereby increased from £5 to £20,005 by the creation of 20,000 shares of £1 each in the capital of the Company (the "New Shares") carrying the rights as set out in the Articles of Association of the Company.
2. That the directors of the Company be and are hereby generally and unconditionally authorised for the period of five years from the date of this resolution to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to the amount of the authorised share capital of the Company at the date of this resolution.
3. That the Directors of the Company be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them by resolution 2 above (as varied from time to time by the Company in general meeting) as if Section 89(1) of the Act did not apply to such allotment.
4. That the amount of £20,000 shown in the financial statements of the Company as at 31 December 2000 as a long term creditor comprising, in aggregate, loans of £4,000 made to the Company by each of the five members or joint members of the Company, be and is hereby capitalised by the allotment and issue (fully paid or credited as fully paid) to each of such members of 4,000 New Shares.

Dated this 22 day of December 2000


Director

