

WRITTEN RESOLUTIONS
of
FARM COMMUNICATIONS LIMITED
Company No. 3777924

Passed 9 February 2005

Pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996) and paragraph 5 of Schedule 15A Part II Companies Act 1985 the following Resolutions are hereby passed as a Special Resolution:

SPECIAL RESOLUTIONS

1. **THAT**, in accordance with the articles of association of the Company the Purchase Contract expressed to be made between Derek Draper and the Company to provide for the purchase by the Company from him of 22 B ordinary shares of £1 each of the Company, a final draft whereof marked "A" is attached to this Resolution, be and the same is hereby approved and the Directors be and they are hereby authorised to procure the Company to enter into such Purchase Contract.

Signed by all the members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature: M. M. Lauchlan
Mike Maclauchlan

Date: 9th FEBRUARY 2005

Signature: Robert Smith
Robert Smith

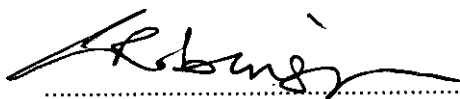
Date: 9th FEBRUARY 2005

Signature: Paul Jeffrey
Paul Jeffrey

Date: 9th FEBRUARY 2005



Signature:



Gary Robinson

Date:

9th FEBRUARY 2005

Signature:



Owen Lee

Date:

9th FEBRUARY 2005

THIS AGREEMENT is made the 9th day of February 2005 BETWEEN:-

- (1) DEREK DRAPER ("the Vendor"); and
- (2) FARM COMMUNICATIONS LIMITED (CN 3777924) whose registered office is at 172 Arlington Road, London, NW1 7HL, ("the Company").

WHEREAS:-


- (A) The issued share capital of the Company is £897 divided into 897 Ordinary Shares of £1 each.
- (B) 22 Ordinary shares of the Company's issued share capital is registered in the name of and is beneficially owned by the Vendor ("the Sale Shares").
- (C) Immediately prior to the execution hereof a special resolution of the Company authorising the purchase by the Company of the Sale Shares in accordance with the terms of this Agreement has been passed pursuant to the provisions of Section 164 of the Companies Act 1985 (as amended).

NOW IT IS HEREBY AGREED as follows:-

1. Subject to the terms and conditions of this Agreement the Vendor shall sell and the Company shall purchase the Sale Shares at the price and in the manner hereinafter appearing free from all charges, liens and encumbrances and with all rights attaching thereto.
2. The consideration payable by the Company for the Sale Shares is £227.27 per share (making a total consideration of £5,000) which shall be fully payable to the Vendor in cash on completion of the sale and purchase in accordance with Clause 4 below.
3. The Vendor hereby acknowledges and confirms that no further dividends are or shall become payable to the Vendor in respect of the Sale Shares.
4. The sale and purchase of the Sale Shares shall be completed immediately following the exchange of this Agreement when the following shall take place:-
 - (a) the Vendor shall deliver to the Company the certificate for the Sale Shares for cancellation;
 - (b) the Company shall deliver to the Vendor a cheque made payable to the Vendor for £5,000 in accordance with Clause 2 above; and
 - (c) the Sale Shares shall be cancelled by the Company.
5. This Agreement is governed by and shall be construed in accordance with the laws of England and Wales, and the parties hereby submit to the non-exclusive jurisdiction of the English courts.

IN WITNESS, whereof this Agreement has been duly executed on the date written above.

SIGNED by the said DEREK DRAPER



in the presence of:-

Witness signature 

Witness name DEBBIE LIE

Witness address 35 GOODWOOD COURT

54-57 DEVONSHIRE STREET, LONDON W1W 5EF

Witness occupation ACCOUNTANT

SIGNED by MIKE McLAUCHLAN director duly)
authorised for and on behalf of Farm Communications)
Limited in the presence of:-



Witness signature 

Witness name DEBBIE LIE

Witness address 35 GOODWOOD COURT

54-57 DEVONSHIRE STREET, LONDON W1W 5EF

Witness occupation ACCOUNTANT