

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

**SWEET AS CANDY LIMITED**

PURSUANT TO THE ARTICLES OF ASSOCIATION

Passed on 24 September 2002

The following resolution was duly passed as a written resolution of the sole member of the Company on 24 September 2002, pursuant to clause 53 of Table A, Companies Act 1985 as adopted by the Articles of Association.

**SPECIAL RESOLUTION**

That the Articles of Association of the company be amended in the following manner:

1. Insertion of the following Clause as Clause 4.6:

4.6 The holders of the 'B' shares shall not be entitled by reason of their holding such shares to receive notice of, attend or vote at any general meeting of the Company.

2. By the insertion of the following Clause as Clause 14:

**14 CAPITAL**

14.1 On a winding up or other repayment of capital, the assets of the Company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up shall be applied in the following order of priority:

14.1.1 in repayment of the capital paid up or credited as paid up on the 'A' Ordinary £1 shares (including any premium);

14.1.2 in repayment of the capital paid up or credited as paid up on the 'B' Non-Voting £1 shares (including any premium);

and the residue (if any) shall be divided amongst the holders of the 'A' ordinary £1 shares in proportion to the nominal amount paid up or credited as paid up on such shares.

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CHAIRMAN



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COMPANIES HOUSE

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23/10/02