

Company Number 3861966

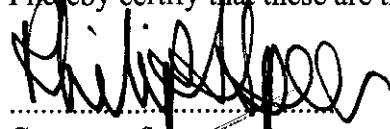
**The Companies Act 1985**  
**Public limited company**  
**Resolutions passed on 9<sup>th</sup> April 2003**

**CATER BARNARD (USA) PLC**

At the Annual General Meeting of the above named Company held at Lloyd's Avenue House, 6 Lloyd's Avenue, London EC3N 3AX on Wednesday, 9<sup>th</sup> April 2003 at 11.30 am, the following resolutions were duly passed, in the case of Resolution 7 in the Notice of Meeting as an ordinary resolution, and in the case of Resolution 8 in the Notice of Meeting as a special resolution:

7. That the directors be generally and unconditionally authorised, pursuant to the provisions of Section 80 of the Companies Act 1985 and Article 18 of the Articles of Association of the Company, to exercise all the powers of the Company to allot relevant securities (as defined by Section 80(2) of the Act) provided that –
  - (a) the maximum amount of such securities which may be allotted under this authority is £1,033,230.55; and
  - (b) this authority shall, unless it is, before its expiry, duly revoked or varied or renewed, expire on the day immediately prior to the fifth anniversary of the passing of this resolution, save that the Company shall be entitled, before such expiry, to make an offer or agreement which would or might require relevant securities to be allotted after such expiry.
8. That the directors be empowered, pursuant to the provisions of Section 95 of the Companies Act 1985 and for the purposes of Article 20 of the Articles of Association of the Company, to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority given to them for the purposes of Section 80 of the Act and Article 18 of the Articles of Association of the Company by Resolution 7 above as if Section 89(1) of the Act did not apply to such allotment, provided that –
  - (a) this power shall be limited to the allotment of ordinary shares up to a maximum nominal value of £1,033.230.55; and
  - (b) this power shall expire on the day immediately before the fifth anniversary of the passing of this resolution, save that the Company shall be entitled, before such expiry, to make an offer or agreement which would or might require equity securities to be allotted after such expiry.

I hereby certify that these are true copies of the resolutions so passed.

  
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Company Secretary

