

## A PRIVATE COMPANY LIMITED BY SHARES

## ACTIVE DISTRIBUTION LIMITED

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION 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.

## SPECIAL RESOLUTION

1. The Share Capital of the Company be increased by the addition of £400,000 beyond the existing capital of £100,000.
2. The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities (as defined in S80(2) of the Companies Act 1985) to such persons and on such terms and in such manner as they think fit, up to an aggregate amount of £400,000 by way of capitalisation of reserves or share premium account at any time or times during the period of one calendar year from the date of this resolution.
3. The authority contained in paragraph 2 above shall enable the Directors to allot relevant securities after the expiry of the said period of one year pursuant to an offer or agreement made by the Company before the expiry of the said period.
4. The Company Secretary be instructed to complete and lodge all of the necessary documents in order to give effect to these resolutions.

Dated this 23 day of NOVEMBER 2001

Signed ..... Mr. A. Colley

