The Companies Acts 1985 and 1989 COMPANY LIMITED BY SHARES WRITTEN RESOLUTION OF

N W BROWN GROUP LIMITED

(the "Company")
Pursuant to Section 381 A of the Companies Act 1985 (as amended)
Passed on 25th March 2004

We, the undersigned being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby pass the following resolution as a special resolution of the Company which will have the same effect as if passed as a special resolution at a general meeting of the Company:

SPECIAL RESOLUTION

That subject to (i) the passing by the holders of Preference Shares of the resolution set out in the draft annexed hereto marked ("A"), (ii) the passing by the holders of Ordinary Shares of the resolution set out in the draft annexed hereto marked ("B") and (iii) the sanction of the Court the Share Premium Account of the Company be and is hereby cancelled.

Fiona Brown March 2004	Nigel Brown March 2004
Brian Carter March 2004	Renee Carter March 2004
Pyter Button n 25 March 2004	Janette Dart March 2004
Ronald Dart March 2004	Rona Jarvis March 2004
Colin Mankletow March 2004	David Oliver March 2004
Anthony Puckridge March 2004	Elizabeth Puckridge March 2004
Nicola Raywood March 2004	Robert Raywood March 2004
Philip Thorpe March 2004	Sarah Thorpe March 2004

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The Companies Acts 1985 and 1989 COMPANY LIMITED BY SHARES WRITTEN RESOLUTION OF

N W BROWN GROUP LIMITED

(the "Company")

Pursuant to Section 381 A of the Companies Act 1985 (as amended)
Passed on 23rd March 2004

We, the undersigned being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby pass the following resolution as a special resolution of the Company which will have the same effect as if passed as a special resolution at a general meeting of the Company:

SPECIAL RESOLUTION

That subject to (i) the passing by the holders of Preference Shares of the resolution set out in the draft annexed hereto marked ("A"), (ii) the passing by the holders of Ordinary Shares of the resolution set out in the draft annexed hereto marked ("B") and (iii) the sanction of the Court the Share Premium Account of the Company be and is hereby cancelled.

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Fiona Brown 23 March 2004	Nigel Brown
23 March 2004	23d March 2004
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Brian Carter	Renee Carter
March 2004	March 2004
***************************************	MOLLOW J
Peter Button	Janette Dart
March 2004	23-d March 2004
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	1Co-class
Ronald Dart	Rona Jarvis
23 March 2004	23 → March 2004
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Colifor Montateless	***************************************
Colin Mankletow	David Oliver
23 ⁻⁴ March 2004	23 ⁴ March 2004
Citiza herida	Elisa Roll To bis Con
Chan Tellage	Conscioner refunction
Anthony Puckridge	Elizabeth, Puckridge
237 March 2004	23 March 2004
N' - I	
Nicola Raywood	
Nicola Raywood	Robert Raywood
23 March 2004	March 2004
Philip Thorpe	Sarah Thorpe
March 2004	March 2004

The Companies Acts 1985 and 1989 **COMPANY LIMITED BY SHARES** WRITTEN RESOLUTION OF

N W BROWN GROUP LIMITED

(the "Company") Pursuant to Section 381 A of the Companies Act 1985 (as amended) Passed on 23rd March 2004

We, the undersigned being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby pass the following resolution as a special resolution of the Company which will have the same effect as if passed as a special resolution at a general meeting of the Company:

SPECIAL RESOLUTION

That subject to (i) the passing by the holders of Preference Shares of the resolution set out in the draft annexed hereto marked ("A"), (ii) the passing by the holders of Ordinary Shares of the resolution set out in the draft annexed hereto marked ("B") and (iii) the sanction of the Court the Share Premium Account of the Company be and is hereby cancelled.

Brian Carter 23 March 2004	Nigel Brown March 2004 Rence Carter 23- March 2004
Peter Button March 2004	Janette Dart March 2004
Ronald Dart March 2004	Rona Jarvis March 2004
Colin Mankletow March 2004	David Oliver March 2004
Anthony Puckridge March 2004	Elizabeth Puckridge March 2004
Nicola Raywood March 2004 Philip Thorpe 23 March 2004	Robert Raywood March 2004 Sarah Thorpe 2.3 March 2004

The Companies Acts 1985 and 1989 COMPANY LIMITED BY SHARES WRITTEN RESOLUTION OF

N W BROWN GROUP LIMITED

(the "Company")

Pursuant to Section 381 A of the Companies Act 1985 (as amended)

Passed on 23-1 March 2004

We, the undersigned being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby pass the following resolution as a special resolution of the Company which will have the same effect as if passed as a special resolution at a general meeting of the Company:

SPECIAL RESOLUTION

That subject to (i) the passing by the holders of Preference Shares of the resolution set out in the draft annexed hereto marked ("A"), (ii) the passing by the holders of Ordinary Shares of the resolution set out in the draft annexed hereto marked ("B") and (iii) the sanction of the Court the Share Premium Account of the Company be and is hereby cancelled.

Fiona Brown	Nigel Brown
March 2004	March 2004
Brian Carter	Renee Carter
March 2004	March 2004
Datas Datas	Komodés Doué
Peter Button March 2004	Janette Dart March 2004
Ronald Dart	Rona Jarvis
March 2004	March 2004
Colin Mankletow March 2004	David Oliver 23-4March 2004
Anthony Puckridge	Elizabeth Puckridge
March 2004	March 2004
	Robert Raywood
March 2004	March 2004
Philip Thorpe	Sarah Thorpe
March 2004	March 2004

ANNEX "A"

Registered No: 3915461

The Companies Acts 1985 and 1989 COMPANY LIMITED BY SHARES WRITTEN RESOLUTION

THE HOLDERS OF PREFERENCE SHARES IN THE CAPITAL OF N W BROWN GROUP LIMITED

(the "Company")

Pursuant to Section 381 A of the Companies Act 1985 (as amended)

Passed on 75°7' March 2004

EXTRAORDINARY RESOLUTION

THAT we, being the holders of all the Preference Shares of 10p each in the capital if the Company hereby sanction and consent (a) to the passing and carrying into effect of the resolutions contained in the draft Written Resolution (a copy of which is annexed hereto) and (b) any effect on, variation of, dealing with or abrogation of the rights and privileges attaching to the Preference Shares which will or may result from the passing and carrying into effect of such resolutions notwithstanding that the passing and carrying into effect of such resolution may affect the rights and privileges attached to such Shares.

Fiona Brown March 2004	Nigel Brown March 2004
Brian Carter March 2004	Renee Carter March 2004
Janette Dart March 2004	Rona Jarvis March 2004
Colin Manktelow March 2004	Elizabeth Puckridge March 2004
Robert Raywood March 2004	Nicola Raywood March 2004
Philip Thorpe March 2004	Sarah Thorpe March 2004

ANNEX "B"

Registered No: 3917262

The Companies Acts 1985 and 1989 COMPANY LIMITED BY SHARES WRITTEN RESOLUTION OF

THE HOLDERS OF ORDINARY SHARES IN THE CAPITAL OF N W BROWN GROUP LIMITED

(the "Company")

Pursuant to Section 381 A of the Companies Act 1985 (as amended)

Passed on 2577 March 2004

EXTRAORDINARY RESOLUTION

THAT we, being the holders of all the Ordinary Shares of 1p each in the capital if the Company hereby sanction and consent (a) to the passing and carrying into effect of the resolutions contained in the draft Written Resolution (a copy of which is annexed hereto) and (b) any effect on, variation of, dealing with or abrogation of the rights and privileges attaching to the Ordinary Shares which will or may result from the passing and carrying into effect of such resolutions notwithstanding that the passing and carrying into effect of such resolution may affect the rights and privileges attached to such Shares.

Fiona Brown March 2004	Nigel Brown March 2004
Peter Button March 2004	Brian Carter March 2004
Ronald Dart March 2004	Rona Jarvis March 2004
Colin Mankletow March 2004	David Oliver March 2004
Anthony Puckridge March 2004	Robert Raywood March 2004
Philip Thorpe March 2004	