

Number of Company 4069786

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

GROUNDSTYLE LIMITED

We the undersigned being the members of the above Company having the rights to receive notice, to attend, and to vote at all General Meetings of the Company:

1. Hereby CONSENT to the passing of the Special Resolution set out below as a Written Resolution pursuant to Regulation 53 Table A Companies Act 1985.
2. Hereby WAIVE all or any rights which we may have to receive notice of, attend or vote at any General Meeting convened for the purpose of considering or carrying out the Special Resolution set out below; and
3. Hereby RESOLVE with effect from the date of our signature;

Special Resolution

That the Memorandum of the Company be amended by the deletion of Clause 3(m) thereof and the substitution therefore of the following:-

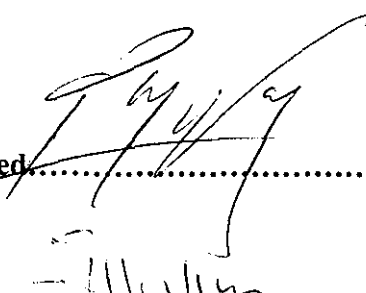
"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company or by the creation and issue (at par or a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any Company which is or the time being a subsidiary of the



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Company (as defined by Section 736 of the companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

Signed.....

A handwritten signature in dark ink, appearing to be 'R. J. J. J.', written over a dotted line. Below the signature, the name 'R. J. J. J.' is written in a smaller, cursive script.

Dated.....

28/11 - November 2003

No of Company: 4069786

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

GROUNDSTYLE LIMITED

As the undersigned being the only member of the above Company having the right to receive notice of, to attend and to vote at all General Meetings of the Company:

1. hereby CONSENT to the passing of the Special Resolution set out below as a Written Resolution pursuant to Regulation 53 Table A Companies Act 1985
2. hereby WAIVE all or any rights which I may have to receive notice of, attend or vote at any General Meeting convened for the purpose of considering or carrying the Special Resolution set out below; and
3. hereby RESOLVE with effect from the date of my signature:

Special Resolution

1. THAT subject to compliance with Sections 155 and 158 of the Act, and having examined the sworn statutory declaration of the directors of the Company, the entering into by the Company of the documents described below and the assumption by the Company of its liabilities and the performance by the Company of its obligations thereunder) and, for the purposes of Section 137 of the Act, the giving of financial assistance by the Company by the entering into of such documents and giving effect to such transactions (and the assumption of such liabilities and performance of such obligations) be and is hereby approved;
 - 1.1 a Loan Agreement (in the form of the copy document attached to this Notice) to be entered into between (1) The Royal Bank of Scotland plc and (2) the Company pursuant to which the Bank will grant a loan to the Company to re-finance its existing indebtedness and to enable the Company to be able to draw down such facilities following completion of the transfer of the Company's entire issued share capital to Hyde Lea Holdings Limited;
 - 1.2 an Accession Agreement (in the form of the copy document attached to this Notice) to be entered into between (1) the Bank and (2) the

Company under which the Company guarantees (in the terms contained therein), the payment to the Bank of all present and future liabilities due to the Bank from, and the performances of all present and future obligations owed to the Bank by Hyde Lea Holdings Limited

- 1.3 a debenture (in the form of the copy document attached to this Notice) to be executed by the Company in favour of the Bank charging the Company's undertaking, property, rights and all other assets to the Bank by the creation of fixed and floating charges (in the terms contained therein) as security for all the Company's present and future obligations and liabilities to the Bank.
 - 1.4 a legal charge (in the Bank's standard form) to be executed by the Company in terms of the Bank in respect of the Company's property at Weston House, 344 Weston road, Weston Coyney, ST3 6HD;
2. THAT each of the documents (and the terms and conditions referred to therein) and the transactions (and the terms and conditions thereof) referred to in Resolution 1 above, be and is hereby approved, the execution, delivery and performance by the Company of each of such documents is in the best interests of and for the benefit of the Company.

Signed.....
Bhupesh Devraj Jivraj Shah

Date 2003

