

Company Number: 4080197

THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- OF -

QUADRANT HOUSEWARES LIMITED ("the Company")

At an Extraordinary General Meeting of the Company duly convened and held at Quadrant House, Old Wolverton Road, Old Wolverton, Milton Keynes, MK12 5QB on the 9th day of November 2000 the following Resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £100 to £30,000 by the creation of 29,900 new shares of £1.00 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the Memorandum and Articles of Association of the Company be altered to record this increase in the Company's authorised share capital.
2. THAT the Directors be generally and unconditionally authorised to allot and dispose of or grant options over the Company's share capital up to the authorised share capital of the Company (as increased by Resolution 1) at any time or times during the period of five years from the date of this Resolution.

DATED: 9th November 2000

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P. Goss

SECRETARY

