

Company Number: 04081664

We certify this to be
a true copy
Ashurst

Ashurst 02/04/06

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTION

OF

SPICERHAART GROUP LIMITED

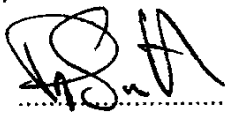
(the "Company")



We, the undersigned, being the members of the Company who (at the date hereof) are entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (as adopted by article 2 and amended by article 10.3 of the Company's articles of association) to the passing of the resolutions set out below, which would otherwise be required to be passed as ordinary resolutions, by way of written resolution.

1. THAT the share capital of the Company be increased to £5,658 by the creation of an additional 556 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £5,658 (being the amount of the authorised share capital of the Company following the passing of the resolution set out at 1 above). This authority shall expire on the date falling five years from the date of passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

.....
Winterthur Finance Limited


.....
Paul Alick Smith


.....
Walter Alick Smith

Date: 30 March 2006

We certify this to be
a true copy
Ashurst

Ashurst 07/02/06

Company Number: 04081664

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTION

OF

SPICERHAART GROUP LIMITED

(the "Company")

We, the undersigned, being the members of the Company who (at the date hereof) are entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (as adopted by article 2 and amended by article 10.3 of the Company's articles of association) to the passing of the resolutions set out below, which would otherwise be required to be passed as ordinary resolutions, by way of written resolution.

1. THAT the share capital of the Company be increased to £5,658 by the creation of an additional 556 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £5,658 (being the amount of the authorised share capital of the Company following the passing of the resolution set out at 1 above). This authority shall expire on the date falling five years from the date of passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.



Winterthur Finance Limited

Paul Alick Smith

Walter Alick Smith


Date: 30 March 2006