

Company No. 4164576

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF

KEN WELLS LIMITED

I, the undersigned, being the sole member of the Company who, at the date of these resolutions, would be entitled to attend and vote at general meetings of the Company, hereby pass the following Ordinary and Special Resolutions as Written Resolutions in accordance with Regulation 53 of Table A of the Companies Act 1985, which provision is included in the Company's Articles of Association:-

ORDINARY RESOLUTIONS

1. **THAT** the share capital of the Company be and is hereby increased from £1,000 to £1,100 by the creation of 100 "B" Non-Voting Shares of £1 each, the rights and conditions of the shares are as set out in the proposed new Article 4 of the Articles of Association of the Company below.
2. **THAT**, in substitution for any previous authority, the Director be and is hereby generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to allot relevant securities (as defined in that section) of the Company created but unissued at the date of this resolution; and this authority will (unless renewed) expire five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the insertion of the following new clause as Article 4 and the renumbering of the remaining clauses as Articles 5 to 22:

- "4 . The share capital of the Company is £1,100 divided into 1,000 Ordinary Shares of £1 each (hereinafter called "the Ordinary Shares") and 100 "B" Non-Voting Shares of £1 each (hereinafter called "the B Shares") to which the following rights and restrictions shall apply:

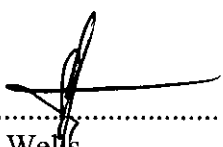


The holders of the Ordinary Shares shall:

- (a) Have the right to receive notice of and attend and vote at any General Meeting of the Company.
- (b) Have the right to participate in the distribution of profits by way of dividend which the Directors of the Company may from time to time declare. Any dividend payment to the holders of the Ordinary Shares shall be made independently to any dividend payment to the holders of the B Shares.
- (c) Have the right in a winding up or on a return of capital to repayment of the capital paid up or credited as paid up thereon and shall confer on their holders a right to participate in the remaining profits and assets of the Company.

The holders of the B Shares shall:

- (a) Not have the right to receive notice of or to attend and vote at general meetings of the Company.
- (b) Have the right to participate in the distribution of profits by way of dividend which the Directors of the Company may from time to time declare. Any dividend payment to the holders of the B Shares may be made independently of any dividend payment to the holders of the Ordinary Shares.
- (c) Have the right in a winding up or on a return of capital, to repayment of the capital paid up or credited as paid up thereon, in priority to any other class of shares, but shall not confer on their holders any right to participate in the remaining profits and assets of the Company.
- (d) Not confer on their holders any rights to pre-emption in respect of an allotment or transfer of Ordinary Shares.



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K E Wells

Date: 1 April 2002

Presenter:

Harley Street Registrars Limited, 21 Bedford Square, London, WC1B 3HH