


KIDSUNLIMITED LIMITED

(the "Company")


We, the undersigned members of the above-named company, being all the members who at the date hereof would be entitled to attend and vote at any general meeting in respect of the resolutions set out below, **HEREBY UNANIMOUSLY AGREE** pursuant to Section 381A Companies Act 1985 that the following resolution be passed as a written resolution of the Company, having effect as a special resolution of the Company.

SPECIAL RESOLUTION


That the articles of association of the Company be amended by the addition in article 7.1, after the word "Company", of the words "save that the A Ordinary Shares as a class shall not carry in excess of 50% of the votes available to be cast at any general meeting of the Company (other than pursuant to article 7.2)".

Signed: 
Baronsmead VCT Plc
by its duly authorised attorney
in the presence of


Michael Probin
10 Southdown Rd Brighton BN1 6FH
Dated: 11/11/02

Signed: 
Baronsmead VCT 2 Plc
by its duly authorised attorney
in the presence of


Michael Probin
10 Southdown Rd Brighton BN1 6FH
Dated: 11/11/02

Signed: 
Baronsmead VCT 3 Plc
by its duly authorised attorney
in the presence of

Michael Probin
10 Southdown Rd Brighton BN1 6FH
Dated: 11/11/02

Signed: 
EIS Private Equity 2001 GmbH & Co Beteiligungs KG
by its duly authorised attorney
in the presence of

Michael Probin
10 Southdown Rd Brighton BN1 6FH
Dated: 11/11/02

Signed: 
EIS Nominee Limited
by its duly authorised attorney
in the presence of

Michael Probin
10 Southdown Rd Brighton BN1 6FH
Dated: 11/11/02

Signed: 
Stewart Pickering

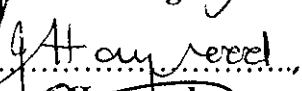
Dated: 11/11/02



Signed: 

Jean Pickering

Dated: 11/11/02

Signed: 

Jenny Haywood

Dated: 11/11/02

Signed: 

Russ Haywood

Dated: 11/11/02

Signed: 

Stephen Chalmers-Morris

Dated: 11/11/02

Signed: 

**John Hirst Stewart Pickering
and Neil Carr as trustees of the
Dennis Pickering Settlement**

Dated: 11/11/02

Signed: 

**John Hirst Stewart Pickering
and Neil Carr as trustees of the
Gladys Pickering Settlement**

Dated: 11/11/02

Signed: 

Graham Smith

Dated: 11/11/02