

Company Number 04292372

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FOGARTY HOLDINGS LIMITED

Pursuant to Section 381A of the Companies Act 1985

Passed 30 October 2001

We, the undersigned members of the Company being all the members who at this date are entitled to attend and vote at a general meeting of the Company resolve as follows:-

RESOLUTION

1. That on the passing of this resolution the authorised share capital of the Company is increased from £1,000 to £2,635 by the creation of 1,635 new ordinary shares of £1 each.
2. That subject to the passing of the resolution numbered 1 above and to reflect the changes arising as a consequence to the authorised share capital of the Company, the Memorandum of Association of the Company be varied by the deletion of paragraph 5 and the substitution therefor of the following:-

"The Company's share capital is £2,635 divided into 2,635 Ordinary Shares of £1 each."
3. That the directors are generally and unconditionally authorised under section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot shares and the rights to shares defined in section 80 of the Act as "relevant securities" the maximum amount of relevant securities which may be allotted under this authority is the amount of the Company's authorised but unissued share capital as at the date of this resolution.

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For and on behalf of
Castlegate Directors Limited

