

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 10 DAY OF OCTOBER 2006

Pinsent Masons *Pinsent Masons*

COMPANY No. 4396961

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

STONEBEACH LIMITED

("the Company")



We, the undersigned, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985 (as amended) (which Regulation has been adopted by the Company as part of its Articles of Association) that the attached resolutions shall be passed as to 1 and 2 as ordinary resolutions and as to 3 as a special resolution for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

- 1 That the authorised capital of the Company be increased from £1,000 to £151,000 by the creation of 150,000 ordinary shares of £1 each in the capital of the Company such shares ranking pari passu with the existing ordinary shares of the Company.
- 2 That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of s.80 Companies Act 1985 to exercise all the powers of the Company to allot and dispose of or grant options over the relevant securities (as defined by s.80(2) Companies Act 1985) of the Company up to an aggregate nominal amount of £150,000 at any time or times during the period of five years from the date on which this resolution was passed on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

SPECIAL RESOLUTION

- 3 That subject to resolution number 2 being passed the directors of the Company be and they are hereby empowered pursuant to s.95 Companies Act 1985 to allot equity securities (within the meaning of s.94 as defined for the purposes of s.95 Companies Act 1985) for cash or other valuable consideration pursuant to the authority conferred by the previous resolution as if s.89(1) Companies Act 1985 did not apply to any such allotment and that the provisions of article 6 of the Articles of Association shall not apply to the proposed allotment of 100,000 ordinary shares of £1 to Patisserie Valerie Limited and 50,000 ordinary shares of £1 to Leonardo Limited provided that such allotment is made within one month of the date hereof.

Signed *[Signature]*
for and on behalf of Leonardo Limited

Dated 15/09/ 2006

Signed *[Signature]*
for and on behalf of Patisserie Valerie Limited

Dated 15/09/ 2006

