

2M HOLDINGS LIMITED
(“the Company”)

COMPANY NUMBER 4530131

THE COMPANIES ACTS 1985-1989

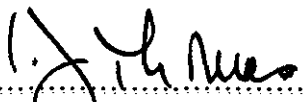
I, the undersigned, being the member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolutions as Ordinary and Special Resolutions and agree that the said resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held: -

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from £1,000 to £500,000 by the creation of 499,000 ordinary shares of £1.00 each, ranking pari passu with the existing shares of £1.00 each in the capital of the Company.
2. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied.

Special Resolution

3. THAT in accordance with s95 of the Companies Act 1985, s89 (1) of that Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of s80 of that Act in resolution 2 above and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect.


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Ieuan Thomas

Dated: 28 July 2003

