

THE COMPANIES ACT 1985

COMPANY NO. 4598271

WRITTEN RESOLUTION

OF

DAVISON BEDWORTH LIMITED
("the Company")

Pursuant to Article 60 of the Company's Articles and all other powers us enabling we being the only members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE THAT:-**

1. The Ordinary Shares of £1 each in the capital of the Company be redesignated:-
 - 1.1 in the case of the three thousand four hundred (3,400) Ordinary Shares of £1 each registered at the date hereof in the name of John Charles Ward, as "New "A" Shares"; and
 - 1.2 in the case of all Ordinary Shares of £1 each in the capital of the Company other than those referred to in paragraph 1.1 above, as "Old "A" Shares";
2. The B Shares of £1 each in the capital of the Company be redesignated:-
 - 2.1 in the case of the two thousand (2,000) B Shares of £1 each held at the date hereof by John Charles Ward, as "New "B" Shares"; and
 - 2.2 in the case of all B Shares in the capital of the Company other than those referred to in paragraph 2.1 above, as "Old "B" Shares";

and the rights attaching to such redesignated classes of shares shall be those set out in the Company's articles of association as revised in accordance with a written resolution of even date herewith relating to the same.

J C Ward

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John Charles Ward



P. Sparkes

Peter Leonard Hargreave Sparkes

A. Cresswell

Stephen Amos Cresswell

D. Webber

David Leslie Webber

P. Petrides

Paul Bannerman Petrides

Date: 31 March 2005

I, being a director of the above-named company, hereby certify that the provisions of Section 381B of the Companies Act 1985 have been duly complied with in respect of the written resolutions set out above.

JCh

On behalf of Davison Bedworth Limited

Date: 31 March 2005