

Company No: 4606615

2

**Ordinary
Resolution**

The Companies Act 1985

Private Company Limited by Shares

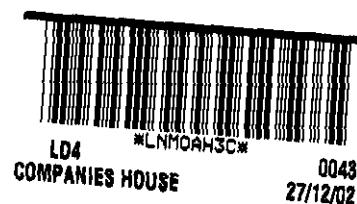
of LATEMAY LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at 6-8 Underwood Street, London N1 7JQ
on 6th December, 2002
the following ORDINARY RESOLUTIONS were duly passed, viz:-

Resolutions

1. That the Share Capital of the Company be increased from £ 1000 to £ 50000 by the creation of an additional 49000 Ordinary Shares of £1 each, such shares to rank pari passu in all respects with the existing share capital of the Company.
2. That the Directors be and are hereby unconditionally authorised to allot shares up to the amount of the share capital as increased by Resolution 1 above at any time or times during the period of 5 years from the date hereof.

Signed
For and on behalf of
Waterlow Nominees Limited



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