

Company No: 4625136

WRITTEN RESOLUTION

- OF -

EVER 1989 LIMITED

Dated the 28th day of April 2003



We, the undersigned, being the sole member of the Company hereby pass the following Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

1. THAT the authorised share capital of the Company be hereby increased from £1,000 divided into 1,000 Ordinary Shares of £1.00 each to £100,000 divided into 100,000 Ordinary Shares of £1.00 each by the creation of a further 99,000 Ordinary Shares of £1.00 each.
2. THAT for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £1,000, being the authorised but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.
3. THAT the Directors (being generally authorised by the resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 1,000 Ordinary Shares of £1.00 each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution.

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"FOR DEPOSITION ONLY"

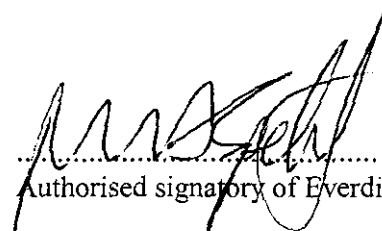
4. THAT, the name of the Company be changed to "Ben Burgess Holdings Limited".

NAME

SIGNATURE

For and on behalf of Everdirector Limited

Everdirector Limited


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Authorised signatory of Everdirector Limited