

Company Number: 4627313

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE SIMPLY SMART GROUP LIMITED

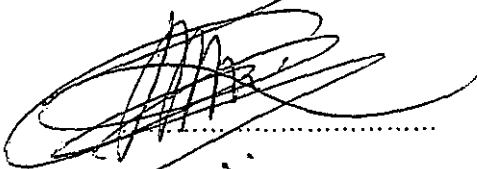
(the "Company")

Pursuant to section 381A of the Companies Act 1985 (as amended), we, the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at any general meeting of the Company, hereby resolve that the following resolutions be duly passed as written resolutions of the Company.

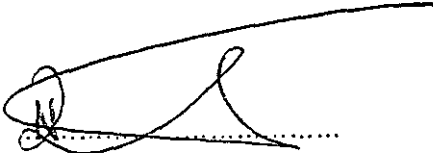
THAT:

ORDINARY RESOLUTION

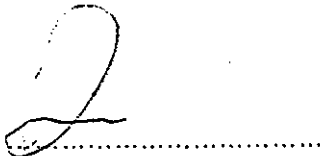
16,816 of the A Ordinary Shares of 1 penny each having been issued to Sand Aire Equity Harvest Fund be redesignated as 16,816 Ordinary Shares of 1 penny each, having the rights set out in the articles of association of the Company.



ANTONY ROESTENBURG



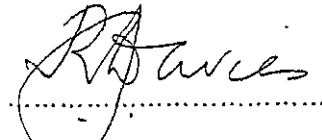
NIGEL BREWSTER

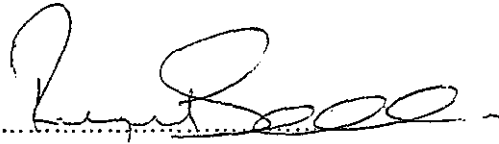


DAVID HOLT




IAN EDWARD


DICKIE DAVIES



Authorised Signatory of

SAND AIRE EQUITY HARVEST FUND

DATED: 1 January 2004.