

Company No: 4687439

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
EDGER 328 LIMITED
(the "Company")**

NOTICE is hereby given that an extraordinary general meeting of the Company held at 44 The Ropewalk, Nottingham NG1 5EL on 1 September 2003 the following resolutions were duly passed as resolutions of the type indicated by the heading attributed to each:

RESOLUTIONS

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,000 to £10,000 by the creation of an additional 9,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary share capital of the Company.
2. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of section 80 of that Act) up to an aggregate nominal amount of £9,999 provided that this authority shall expire on the date five years from the date hereof unless renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry.

SPECIAL RESOLUTION

1. That the directors of the Company be and they are hereby empowered pursuant to

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section 95(1) of the Companies Act 1985 to allot equity securities (within the meaning of section 94(2) of that Act) pursuant to the authority conferred by the ordinary resolution numbered 2 above as if section 89(1) of that Act did not apply to such allotment provided that this power shall cease to have effect when the said authority is revoked or would, if not renewed, expire save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Registered Office:

44 The Ropewalk

Nottingham

NG1 5EL

Dated 1 September 2003

BY ORDER OF THE BOARD

for and on behalf of Crescent Hill Limited


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Authorised Signatory