

Company No. 4728183

**THE COMPANIES ACT 1985**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION IN WRITING**  
**SOUND GROWTH PLC**

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at an extraordinary general meeting of the Company **RESOLVE** in accordance with Article 20.16 of the Company's Articles of Association:


**ORDINARY RESOLUTIONS**

1. **THAT** the authorised share capital of the Company be increased from £250,000 to £550,000 by the creation of 6,000,000,000 Ordinary Shares of 0.005p each in the Company each having the rights and subject to the restrictions set out in the Articles of Association of the Company.
2. **THAT** the Directors of the Company be and they are hereby authorised generally and unconditionally to exercise all powers of the Company pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined by Sub-section (2) of that Section) up to an aggregate nominal value equal to the nominal amount of the authorised but unissued share capital of the Company immediately following the passing of this Resolution, **PROVIDED THAT** this authority, unless renewed, shall expire on the day before the fifth anniversary of the passing of this Resolution save, that the Company may before such authority expires make any offer, agreement or arrangement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot the relevant securities, in pursuance of any such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

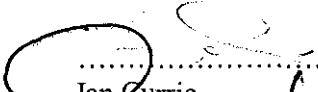
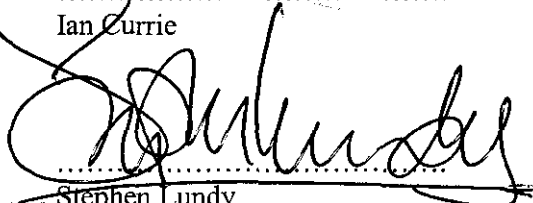
**SPECIAL RESOLUTION**

3. **THAT** in accordance with Section 95 of the Act Section 89(1) of the Act shall not apply to the allotment of equity securities pursuant to the authority given for the purposes of Section

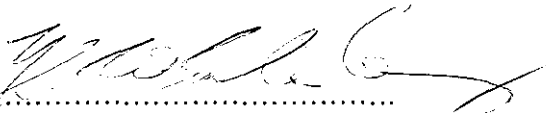
80 of that Act in Resolution 2 above and the directors may allot, grant options over or otherwise dispose of such shares as set out in Resolution 2 above.


  
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Richard Hughes


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Michael Fort

  
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Ian Currie  
  
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Stephen Lundy

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Brian O'Neil

  
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Keith Salisbury

  
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for and on behalf of *Director*  
W.H. Ireland Limited

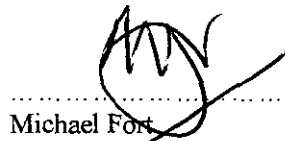
  
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Alex Clarkson

Dated: 2 <sup>February</sup> ~~January~~ 2004

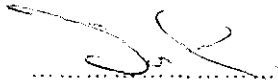
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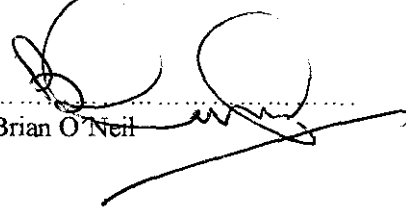
Richard Hughes



Michael Fort



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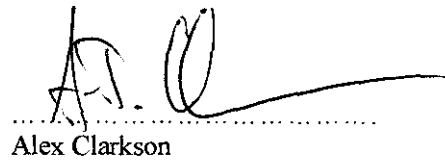


Brian O'Neil

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