

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

OF

ACORN BRANDS LIMITED (THE "COMPANY")

In accordance with section 381A of the Companies Act 1985 (the "Act"), we, being all the members of the above named Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows (such resolution to take effect as a special resolution):

SPECIAL RESOLUTION

1. **THAT** pursuant to section 9 of the Act, the articles of association of the Company be amended by amending the wording of Article 4(b)(i) to read as follows:

"first to the holders of the B preferred shares as a class (in proportion to the number of B preferred shares held by each of them) an aggregate amount equal to £2,185,714; and "

Signed: B. M. Harris

BRENDAN HARRIS

Dated: 1st April 2006

Signed: [Signature]

RICHARD FULLER

Dated: 1st April 2006

Signed: [Signature]

JOHN CLARK

Dated: 1st April 2006



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COMPANIES HOUSE
AY57UEXP
472
27/04/2006



**DLA PIPER RUDNICK
GRAY CARY**

WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL
DATE 26 April 2006
SIGNED DLA Piper
BY PIPER RUDNICK GRAY CARY UK LLP

Signed:

E Jones

ELIZABETH JONES

Dated:

1st April 2006



**DLA PIPER RUDNICK
GRAY CARY**

WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE *26 April 2006*

SIGNED *DLA Piper*

DLA PIPER RUDNICK GRAY CARY UK LLP