

T J HUGHES (INVESTMENTS) LIMITED
(the "Company")

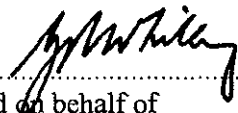
**Written resolution of the Company pursuant to
section 381A of the Companies Act 1985**

T J Hughes (Holdings) Limited, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASSES the following resolution as a written resolution of the Company.

RESOLUTIONS

THAT:-

- 1 each existing unissued ordinary share of £1.00 in the capital of the Company be and is hereby re-designated and subdivided into 10 'A' ordinary shares of 10 pence each in the capital of the Company ("A Ordinary Shares");
- 2 each existing issued ordinary share of £1.00 in the capital of the Company be and is hereby re-designated and subdivided into 10 A Ordinary Shares;
- 3 the authorised share capital of the Company be and is hereby increased from £1,000 to £23,601.01 by the creation of an additional 140,000 A Ordinary Shares and 860,101 'B' ordinary shares of 1 pence each ("B Ordinary Shares");
- 4 in accordance with section 80 of the Companies Act 1985, the Directors be and are hereby generally and unconditionally authorised to allot 149,990 A Ordinary Shares, up to an aggregate nominal value of £14,999.00, and 860,101 B Ordinary Shares, up to an aggregate nominal value of £8,601.01, on or before 14 November 2008, unless this authority is previously revoked, renewed or varied by the Company in general meeting; and
- 5 in accordance with section 95(1) of the Act the Directors be and are hereby given power to allot equity securities (as defined in section 95(2) of the Act) pursuant to the authority conferred by the Resolution numbered 4 above as if section 89(1) of the Act did not apply to such allotment.


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For and on behalf of
T J Hughes (Holdings) Limited

Dated: 14 November 2003

