

Company No: 5100353

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

PURSUANT TO SECTION 381A COMPANIES ACT 1985

MARSHALLS GROUP LIMITED (the "Company")

We, the undersigned, being all the members of the above-named Company entitled to attend and vote at general meetings, HEREBY RESOLVE as follows:

ORDINARY RESOLUTIONS

1. THAT with effect from the passing of this resolution the authorised share capital of the Company is increased from £1,000 to £51,000 by the creation of 50,000 non-voting redeemable preference shares of £1.00 each.
2. THAT, pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act") the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined by that section) up to a maximum nominal value of the authorised (as increased by the preceding resolution) but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of the Resolution unless previously renewed, revoked or varied in any way.

SPECIAL RESOLUTION

3. THAT, the regulations contained in the printed document attached to this resolution and for the purpose of identification signed by the Chairman of the Meeting of the board of directors be approved and adopted or the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

Dated 30 April 2004

Name: David Graham Holden

Signature: D. Graham Holden

Name: Ian Burrell

Signature: I. Burrell

