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Document no. 63

Company no. 5113820

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BROOMCO (3469) LIMITED

("Company")



In accordance with section 381A of the Companies Act 1985, we, the undersigned, being the sole member of the Company who, at the date of these written resolutions, are entitled to attend and vote at a general meeting of the Company **RESOLVE THAT:**

1. the 1 issued ordinary share of £1 be sub-divided into 50 ordinary shares of two pence each and the 999 unissued ordinary shares of £1 each in the share capital of the Company be sub-divided into 49,950 ordinary shares of two pence each;
2. the authorised share capital of the Company be increased from £1000 to £72,000 by the creation of 3,550,000 ordinary shares of two pence each;
3. the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot and issue 3,599,950 ordinary shares in the share capital of the Company pursuant to section 80 of the Act;
4. the directors of the Company be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply to the allotment;
5. the name of the Company be changed from "Broomco (3469) Limited" to "Fonebak Group Limited"; and
6. The memorandum of association of the Company be altered by the deletion of clause 5 and substituting instead the following:

"The Company's share capital is £72,000 divided into 3,600,000 shares of two pence each."

Signed by the duly authorised representative on behalf of the sole member of the Company who as at the date of this resolution would be entitled to attend and vote at a general meeting of the Company had the resolution been put to such a meeting.

Signed:

  
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Duly authorised signatory of DLA Nominees Limited

Dated:

26 August 2004  
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COMPANIES HOUSE  
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0346  
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