

Company Number: 5283346

SPECIAL RESOLUTIONS

OF

GROOVETAPE LIMITED
BLAXMILL [THIRTY-FIVE] LIMITED



INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

1. THAT the Board be and is hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred on it and/or where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the said Act, as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, PROVIDED THAT this power shall be limited to:

(A) the allotment (otherwise than pursuant to sub-paragraph above) of equity securities up to an aggregate nominal value of £15,000,

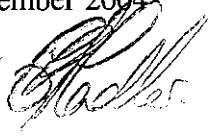
and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

2. THAT the authorised share capital of the Company be increased to £15,000 nominal value by the creation of 14,000 additional Ordinary Shares of £1 each.
3. THAT the Board be and is hereby generally and unconditionally authorised in substitution for all subsisting authorities to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 up to an aggregate nominal amount of £15,000 which authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (unless previously revoked or varied by the

Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

- 4 It is further **RESOLVED** that the Secretary is authorised and instructed to make all necessary filings and returns to the Registrar of Companies and in the Company's own records in consequence of these resolutions.

Date: ~~27~~ November 2004
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(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Jordans Limited
20-22 Bedford Row
London WC1R 4JS