

Company Number: 5642467

**WRITTEN RESOLUTIONS
OF
JDS TOYS & GAMES LIMITED**

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

It is resolved:

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings.
2. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to reappoint Auditors annually.

Date 1st December 2005

Signed



(Authorised Signatory of INSTANT COMPANIES LIMITED)

Ref.: BY3088 / CFPU
JORDANS LIMITED
21 ST THOMAS ST.
BRISTOL, BS1 6JS



BY3088 (5642467)