

COMPANIES ACT 1985
WRITTEN RESOLUTIONS OF
RAGDOLL WORLDWIDE LIMITED

Company Number: 5786074

We, the undersigned, being all the members of the above named company entitled to receive notice of and to attend and vote at general meetings of the company hereby pass the following written resolutions and agree that the said resolutions shall for the purposes be valid and effective as if the resolutions had been passed at an extraordinary general meeting duly convened and held.

ELECTIVE RESOLUTIONS

It is hereby resolved that the following resolutions were proposed as ELECTIVE RESOLUTIONS and they are made with effect from the date of these resolutions:

Laying of Report and Accounts

"THAT, in accordance with the provisions of section 252 of the Companies Act 1985 (as amended), the company shall dispense with the laying of accounts and reports before the company in general meeting in respect of the financial year ended 31 March 2007 and subsequent financial years."

Holding of Annual General Meeting

"THAT, in accordance with the provision of section 366(A) of the Companies Act 1985 (as amended), the company shall dispense with the holding of the annual general meeting for 2006 and subsequent years."

Appointment of Auditors

"THAT, in accordance with the provisions of section 386 of the Companies Act (as amended), the company shall dispense with the obligation to appoint auditors annually and during that term that such dispensation is in force the Directors be and they are hereby authorised to fix the auditors remuneration."

Dated this 5 day of SEPTEMBER 2006


For and on behalf of
RAGDOLL WORLDWIDE HOLDINGS LIMITED

