

Company No 6305253

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
CUCINA FINANCE (UK) LIMITED
(the "Company")
11 September 2007

MONDAY



LD5 "LYLFHTTM" 15/10/2007 89
COMPANIES HOUSE

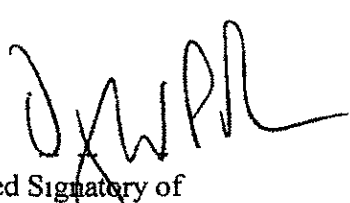
COMPANIES HOUSE

The undersigned, being at the date hereof the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company hereby **RESOLVE** and agree that the following resolution shall take effect as a special resolution pursuant to and in accordance with the Articles of Association of the Company and agree that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held -

SPECIAL RESOLUTION

THAT

- (i) the authorised share capital of the Company be and is hereby increased from £1000 to £30,000,000 by the creation of 29,999,000 additional ordinary shares of £1 00 each having the rights and being subject to the restrictions attached to the ordinary shares set out in the articles of association of the Company to be adopted pursuant to (IV) below,
- (ii) the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot all of the authorised but unissued shares in the capital of the Company,
- (iii) the Directors be and are hereby generally and unconditionally empowered to allot equity and debt securities of the Company,
- (iv) the Articles of Association attached hereto be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company



Authorised Signatory of
Cucina Holdings (UK) Limited