

GARRICK GROUP LIMITED ("the Company")

COMPANY NUMBER: 187708

WRITTEN RESOLUTION OF SHAREHOLDERS PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned, being the whole members of Garrick Group Limited entitled to attend and vote at general meetings of the Company, in terms of the power available to us and contained in Section 381A of the Companies Act 1985 DO HEREBY RESOLVE as follows and hereby declare that such resolutions shall be deemed to be Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. "That:-

24,001 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of Ronald Garrick, be converted into and reclassified as a like number of 'A' Ordinary Shares of £1.00 each;

18,001 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of David Garrick, be converted into and reclassified as a like number of 'B' Ordinary Shares of £1.00 each;

18,001 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of Douglas Garrick, be converted into and reclassified as a like number of 'C' Ordinary Shares of £1.00 each;

100 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of Christabel Garrick, be converted into and reclassified as a like number of 'D' Ordinary Shares of £1.00 each;

100 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of Elizabeth Garrick, be converted into and reclassified as a like number of 'E' Ordinary Shares of £1.00 each;

100 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of Melanie Garrick, be converted into and reclassified as a like number of 'F' Ordinary Shares of £1.00 each;

1 Ordinary Shares of £1.00 each in the capital of the Company registered in the name of John Garrick, be converted into and reclassified as one 'G' Ordinary Share of £1.00;

such shares having the rights and restrictions attaching thereto as set out in the Articles of Association of the Company as amended by the proceeding resolution."




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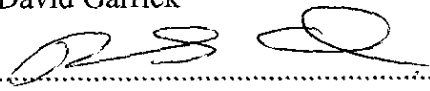
2. That Article 3 of the Articles of Association of the Company be deleted in its entirety and the following be inserted in its place:-

- “3 (a) The authorised share capital of the Company is £100,000 divided into 39,696 Ordinary Shares, 24,001 ‘A’ Ordinary Shares, 18,001 ‘B’ Ordinary Shares, 18,001 ‘C’ Ordinary Shares, 100 ‘D’ Ordinary Shares, 100 ‘E’ Ordinary Shares, 100 ‘F’ Ordinary Shares, and 1 ‘G’ Ordinary Share, all of £1.00 each. Such shares shall in all respects rank *pari passu* save for the ‘A’ Ordinary Shares, ‘B’ Ordinary Shares and ‘C’ Ordinary Shares which shall enjoy the right to receive any dividends and attend and vote at meetings of the Company. The holders of ‘D’ Ordinary Shares, ‘E’ Ordinary Shares, ‘F’ Ordinary Shares and ‘G’ Ordinary Shares shall not be entitled to attend or vote at any meetings of the Company and shall not receive notice of any such meetings, but shall be entitled to participate in and receive any dividends of the Company.
- (b) Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any shares may be issued with such rights or restrictions as the Company may by ordinary resolution determine.”

Dated the Twenty Second day of March 2002.

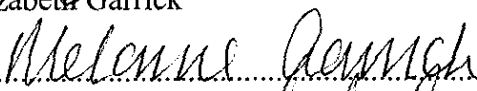

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Ronald Garrick

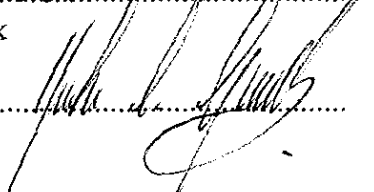

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David Garrick


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Douglas Garrick


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Christabel Garrick


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Elizabeth Garrick


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Melanie Garrick


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John Garrick