

COMPANIES ACT 1985

**WRITTEN RESOLUTIONS  
OF  
ABERDEEN DISTRIBUTORS HOLDINGS LIMITED**

Registered in Scotland No. 239511

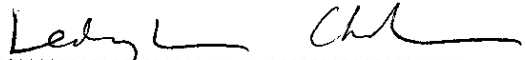
The following Written Resolutions were passed pursuant to Section 381A of the Companies Act 1985 on 20<sup>th</sup> February 2003

**1. Redesignation Of Shares**

"That the existing issued Ordinary Shares of £1 held in the name of Eric Meston be and is hereby reclassified as an 'A' Share of £1 and the remaining unissued Ordinary Shares in the Company be and are hereby reclassified as 499 'A' Shares of £1 each and 500 'B' Shares of £1 each both categories having the rights attached thereto in terms of the Articles of Association adopted as of even date".

**2. Authority to Allot**

"That the Directors be hereby authorised generally for the purpose of Section 80 of the Companies Act 1985 to exercise the power of the Company to allot and issue such number of 'A' and 'B' Shares of £1.00 each as are comprised in the Company's authorised share capital but unissued as at the date hereof and on such terms and conditions as the Directors may in their sole discretion think fit. This authority shall expire five years from the date of this Resolution unless sooner revoked or altered by the Company in general meeting, provided that before such expiry the Company may make an offer or agreement which would or might require Shares to be allotted and issued after such expiry and the Directors may allot and issue Shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

  
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Secretaries

Presented: Ledingham Chalmers  
Johnstone House  
52-54 Rose Street  
Aberdeen  
AB10 1HA

Ref: RGC/RH/MW

