

Company Number: SC257226

COMPANIES ACTS 1985 AND 1989

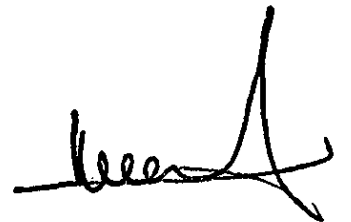
COMPANY LIMITED BY SHARES

SCAMP HOLDINGS LIMITED

Pursuant to Regulation 53 of Table A as set out in the schedule to SI 1985/805 (as amended) (which such Regulation applies to Scamp Holdings Limited (the "Company") pursuant to article 2.1 of the Company's articles of association (the "Articles")), all of the members of the Company who, at the date of the following resolution, were entitled to attend and vote at a general meeting of the Company at which such resolution were proposed as a special resolution, passed the following resolution as a written resolution of the Company on ~~17 DECEMBER~~ 2003 and agreed that the said resolution shall for all purposes be as valid and effective as if the same had been passed by them as a special resolution at a general meeting of the Company duly convened and held (and by their execution thereof acknowledged receipt of a copy of the memorandum to which the resolution relates pursuant to paragraph 5(3) of Schedule 15(a) to the Companies Act 1985):

Written Resolution

"THAT the purchase by the Company of 990 deferred shares of 99 pence each in the share capital of the Company from Uberior Investments plc and Kevin Charles McCabe, Sandra McCabe, Cesidio Martin Di Ciacca and John Lewis Burnley, as Trustees of the Whitehouse IIP Trust at a purchase price of £0.001 per share pursuant to the terms of the memorandum annexed hereto and signed by one of the directors of the Company for the purpose of identification be and is hereby approved and authorised in terms of section 164 of the Companies Act 1985."


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Director