

Company No: 1335669

THE COMPANIES ACT 1985

Company limited by shares

Written resolutions

of

FORDS PUBLICITY (BRISTOL) LIMITED
("THE COMPANY")

Pursuant to Section 381A of the Companies Act 1985 the following written resolutions were duly passed by the Company on the ~~16th~~ day of December 1999.

1. IT WAS NOTED that the Company had resolved to purchase certain of its own shares off market over a period between 29 November 1991 and 22 April 1996 from a number of shareholders ("the Vendors") wishing to sell their shares in manner upon the terms and for the consideration as appears on a Memorandum of Contract now produced to the members. The said memorandum was not completed by the parties at the relevant time. Alternatively the vendors erroneously completed stock transfer forms in its place.
2. IT WAS NOTED that the directors were, in 1992, generally and unconditionally given authority, for the purposes of Section 80 of the Companies Act 1985 to allot the entire available unissued share capital of the Company to such persons on such terms and in such manner as they thought fit and pursuant to Section 95(1) of the Companies Act 1985, Section 89(1) of that Act should not apply to any such allotment. However the Company omitted to file the necessary special resolutions at Companies House at the time.

Pursuant to the authority detailed above, between 1992 and 1995, the directors allotted the following shares:-

Allottee	Shares
N Cooke	225 A ordinary shares
N Cooke	14 Ordinary shares
C Hume	50 A ordinary shares

3. IT WAS FURTHER NOTED THAT the Company had omitted to file the prescribed forms 169 and 88(2) at Companies House at the time relating to the buy back of shares and subsequent allotment.



IT IS RESOLVED as follows:-

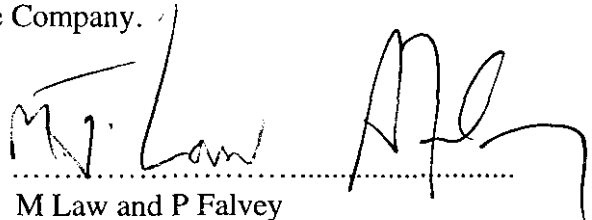
1. The Company be given the authority to purchase a number of its own shares off market as detailed in the Memorandum which is now to be kept with the statutory registers of the Company.
2. The Directors be given authority under s.80 of the Companies Act to allot the shares now bought back into the authorised non issued share capital of the Company.
3. The Company disapply the statutory pre-emption rights on the allotments of shares to N Cooke and C Hume between 1992 and 1995.
4. Form 169 be completed and stamped, together with any penalty for late stamping paid and filed immediately.
5. Form 88(2) be completed and filed immediately.

IT IS FURTHER RESOLVED that all acts, omissions, matters and things done or purported to have been done by the Company and its directors in the period between November 1991 up to and including the present date be hereby ratified and confirmed to the fullest extent permitted by law.

Signed by or on behalf of all the members of the Company.



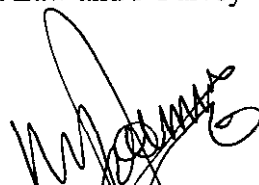
M Law



M Law and P Falvey



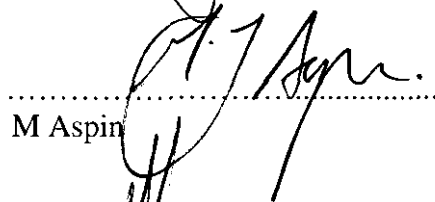
S Henley



M Brown



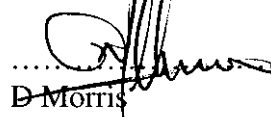
D Richards




M Aspin



N Cooke



D Morris



.....
M Tipping

.....
L Shepherd

MEMORANDUM of contract made by the persons named below ("the Vendors") to sell and Fords Publicity (Bristol) Limited ("the Company") to purchase the total amount of shares in the capital of the Company as specified below ("the shares") :-

The Vendors	Amount of shares	Denomination and class	Consideration
Susan McCrory	160	'A' ordinary non voting £1 shares	£1,1970
Susan McCrory	800	'A' ordinary non voting £1 shares	£7,560
Susan McCrory	59	Ordinary voting shares	£1,032.50
Shirley Kembery	919	'A' ordinary non voting £1 shares	£8,684.55
Christopher Kembery	52	Ordinary voting shares	£546
Irene Margaret Lewis	2,000	'A' ordinary non voting £1 shares	£18,900
Dennis Lewis	1,893	'A' ordinary non voting £1 shares	£17,888.85
Dennis Lewis	122	Ordinary voting £1 shares	£1,281
Shirley Kembery	1,133	'A' ordinary non voting £1 shares	£10,706.85
Christopher Kembery	38	Ordinary voting £1 shares	£399
Michael Taylor	10	Ordinary voting £1 shares	£105
Michael Taylor	237	'A' ordinary non voting £1 shares	£2239.65
Pauline Taylor	800	'A' ordinary non voting £1 shares	£7,560
Michael Taylor	160	'A' Ordinary non voting £1 shares	£1,512
Michael Taylor	30	Ordinary voting £1	£315

THE COMPANIES ACT 1985

Company limited by shares

Written resolutions

of

FORDS PUBLICITY (BRISTOL) LIMITED
("THE COMPANY")

Pursuant to Section 381A of the Companies Act 1985 the following written resolutions were duly passed by the Company on the 16th day of December 1999.

1. IT WAS NOTED that the Company had resolved to purchase certain of its own shares off market over a period between 29 November 1991 and 22 April 1996 from a number of shareholders ("the Vendors") wishing to sell their shares in manner upon the terms and for the consideration as appears on a Memorandum of Contract now produced to the members. The said memorandum was not completed by the parties at the relevant time. Alternatively the vendors erroneously completed stock transfer forms in its place.
2. IT WAS NOTED that the directors were, in 1992, generally and unconditionally given authority, for the purposes of Section 80 of the Companies Act 1985 to allot the entire available unissued share capital of the Company to such persons on such terms and in such manner as they thought fit and pursuant to Section 95(1) of the Companies Act 1985. Section 89(1) of that Act should not apply to any such allotment. However the Company omitted to file the necessary special resolutions at Companies House at the time.

Pursuant to the authority detailed above, between 1992 and 1995, the directors allotted the following shares:-

Allottee	Shares
N Cooke	225 A ordinary shares
N Cooke	14 Ordinary shares
C Hume	50 A ordinary shares

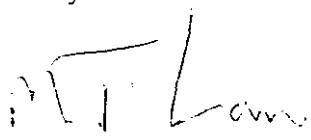
3. IT WAS FURTHER NOTED THAT the Company had omitted to file the prescribed forms 169 and 88(2) at Companies House at the time relating to the buy back of shares and subsequent allotment.

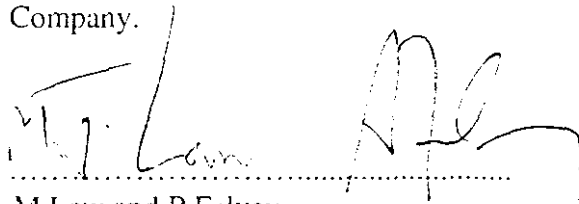
IT IS RESOLVED as follows:-

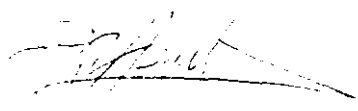
1. The Company be given the authority to purchase a number of its own shares off market as detailed in the Memorandum which is now to be kept with the statutory registers of the Company.
2. The Directors be given authority under s.80 of the Companies Act to allot the shares now bought back into the authorised non issued share capital of the Company.
3. The Company disapply the statutory pre-emption rights on the allotments of shares to N Cooke and C Hume between 1992 and 1995.
4. Form 169 be completed and stamped, together with any penalty for late stamping paid and filed immediately.
5. Form 88(2) be completed and filed immediately.

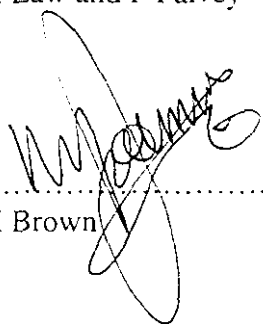
IT IS FURTHER RESOLVED that all acts, omissions, matters and things done or purported to have been done by the Company and its directors in the period between November 1991 up to and including the present date be hereby ratified and confirmed to the fullest extent permitted by law.

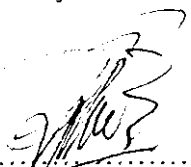
Signed by or on behalf of all the members of the Company.


.....
M Law



.....
M Law and P Falvey

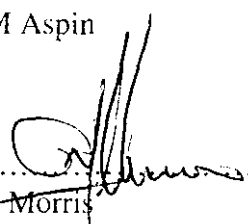

.....
S Henley

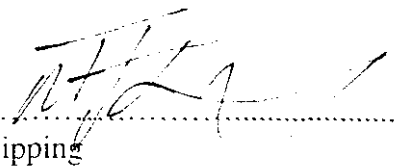

.....
M Brown


.....
D Richards

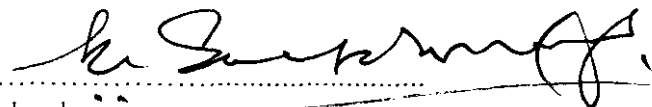
.....
M Aspin


.....
N Cooke


.....
D Morris



M Tipping



L Shepherd

MEMORANDUM of contract made by the persons named below ("the Vendors") to sell and Fords Publicity (Bristol) Limited ("the Company") to purchase the total amount of shares in the capital of the Company as specified below ("the shares") :-

The Vendors	Amount of shares	Denomination and class	Consideration
Susan McCrory	160	'A' ordinary non voting £1 shares	£1.1970
Susan McCrory	800	'A' ordinary non voting £1 shares	£7.560
Susan McCrory	59	Ordinary voting shares	£1,032.50
Shirley Kembery	919	'A' ordinary non voting £1 shares	£8,684.55
Christopher Kembery	52	Ordinary voting shares	£546
Irene Margaret Lewis	2,000	'A' ordinary non voting £1 shares	£18.900
Dennis Lewis	1,893	'A' ordinary non voting £1 shares	£17,888.85
Dennis Lewis	122	Ordinary voting £1 shares	£1,281
Shirley Kembery	1,133	'A' ordinary non voting £1 shares	£10,706.85
Christopher Kembery	38	Ordinary voting £1 shares	£399
Michael Taylor	10	Ordinary voting £1 shares	£105
Michael Taylor	237	'A' ordinary non voting £1 shares	£2239.65
Pauline Taylor	800	'A' ordinary non voting £1 shares	£7.560
Michael Taylor	160	'A' Ordinary non voting £1 shares	£1,512
Michael Taylor	30	Ordinary voting £1	£315