

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
DAVID BAILEY FURNITURE SYSTEMS LIMITED

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 3rd day of August 2000

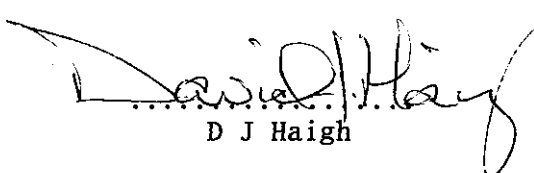
WE, the undersigned Members of the above named Company being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such Resolution to take effect as a Special Resolution:

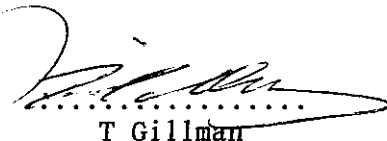
SPECIAL RESOLUTION

THAT Fifty Thousand Redeemable Preference Shares of £1 each be and are hereby redeemed at par as follows:

J Haigh	-	25,000 £1 Preference Shares
D J Haigh	-	25,000 £1 Preference Shares


.....
J Haigh

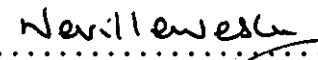

.....
D J Haigh


.....
T Gillman

Dated: 3rd August 2000

We being the Auditors to the above named Company hereby:

- (a) Acknowledge that a copy of the above Resolutions have been sent to us;
and
- (b) Notify the Company that in our opinion the above Resolutions do not concern us as Auditors.


..... Neville Weston

