

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' UNANIMOUS WRITTEN RESOLUTIONS

of

MAN BYTES DOG LIMITED

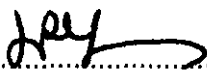
("the Company")


(Passed on 15 July  
April 2005)




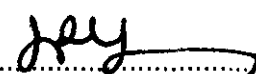
In accordance with Regulation 53 of Table A (as defined in, and incorporated (subject to modification) by reference into, the Company's articles of association), we, the undersigned, being all of the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, save for Jonathan Young who is a party to the Contract (as defined below), hereby acknowledge that we have been supplied with a copy of the draft Contract and unanimously resolve by way of special resolutions:

- 1 That, in accordance with sections 164 and 320 of the Companies Act 1985, the terms of an agreement between the Company and Jonathan Young for the purchase by the Company of 2,000 "A" Ordinary Shares of £0.01 each and 2,000 "B" Ordinary Shares of £0.01 each in the capital of the Company as set out in the draft contract (the "Contract") be approved and the Company be authorised to enter into the Contract.
- 2 That the payment by the Company out of the proceeds of a fresh issue of "A" Ordinary Shares of £0.01 each and "B" Ordinary Shares of £0.01 each of the sum of £40.00 for the purchase of its own shares pursuant to the Contract be approved.

  
Duncan McEuen

  
Philip Moss


  
Warren Carley

  
Jonathan Morris





Anthony Young

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Mike Bremford

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Peter Cook

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Heather Corrie

James Inglis

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Anthony Sanders

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David Hughes

Dated ..... 15 July ..... 2005

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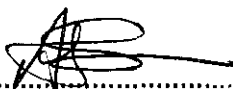
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