

THE COMPANIES ACTS 1985 to 1989

Company Number 3555364

ORDINARY RESOLUTIONS OF

MADELATER LIMITED



We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Ordinary Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. That the capital of the Company be increased from £10,000 to £10,000,000 by the creation of 9,990,000 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed, revoked or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Date: 19 May 1998

.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

Jordans Limited
21 St. Thomas Street
Bristol BS1 6JS
Ref: 3B7440



RFS 2.CFP