

Company Number: 4305508.

**ORDINARY RESOLUTIONS  
OF  
PRIZEBALL LIMITED**

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolutions pursuant to section 381A of the Companies Act 1985.

It is resolved:

1. That the share capital of the Company be increased from £1000 to £1,000,000.00 by the creation of 999000 new shares of £1 each ranking in all respects pari passu with the 1000 existing shares of each 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.

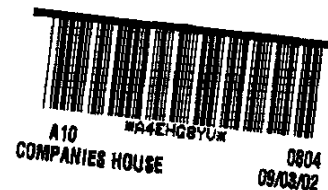
Date 24th January 2002.

Signed



(Authorised Signatory of INSTANT COMPANIES LIMITED)

Ref.: 3D1581 / CFPU  
JORDANS LIMITED  
21 ST THOMAS ST.  
BRISTOL, BS1 6JS



3D1581 (4305508)