

Company Number: 4883515

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
PICNICSHORE LIMITED (the "Company")

PASSED ON 24 October 2003

We, the undersigned being the sole member of the Company who, at the date of these resolutions would have been entitled to attend and vote at an extraordinary general meeting of the Company **HEREBY RESOLVE** as follows:

ELECTIVE RESOLUTIONS

1. That, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings.
2. That, pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of Accounts and Reports before the Company in General Meeting in respect of the current year and subsequent years.
3. That, pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the appointment of auditors annually.



FOR AND ON BEHALF OF
ITW LIMITED



Note: To comply with Section 381B of the Companies Act 1985 a copy of these resolutions should be sent to the Company's auditors at or before the time that the resolution is supplied to the member(s) for signature.