

Number: 3087573

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

PAUL'S PLAICE LIMITED

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, hereby acknowledge receipt of a copy of the proposed contracts to which resolutions 1 and 2 relate and also a copy of the statutory declaration and auditor's report which are required by section 173 of the Companies Act 1985 ("the Act") in connection with resolutions 1 and 2, and resolve, that by written resolution in accordance with section 381A of the Act the following resolutions were passed by the Company:

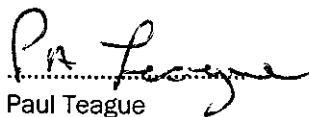
RESOLUTIONS

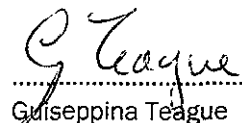
1 That the terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from Paul Teague 35,000 of its own ordinary shares of £1.00 each, and of which a copy has been supplied to the other member of the Company, be and are hereby approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.

2 That the terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from Guiseppina Teague 35,000 of its own ordinary shares of £1.00 each, and of which a copy has been supplied to the other member of the Company, be and are hereby approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.

3 That there be and is hereby approved the payment of £45,153 out of 'capital' (within the meaning of section 171 (2) of the Act) to be made in pursuance of the proposed contracts under which the Company may become entitled and obliged to purchase 70,000 of its own ordinary shares of £1.00 each and the terms of which are approved by resolution 1 and 2 above.

Dated: 30th March 2001


Paul Teague


Guiseppina Teague

