

THE COMPANIES ACT 1985 - 1989

WRITTEN RESOLUTIONS

OF

FINE DECOR WALLCOVERINGS LIMITED

I, being the sole member of the company, resolve that the following resolutions are hereby passed as written resolutions pursuant to section 381A of the Companies Act and shall take effect, Resolution 1 as an Ordinary Resolution and Resolution 2 as a Special Resolution:

ORDINARY RESOLUTION

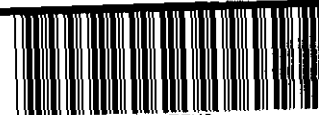
(1) THAT:

- (a) the authorised share capital of the Company be increased from £1,000 to £500,000 by the creation of 499,000 additional ordinary shares of £1 each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £499,000 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;
- (c) all previous authorities given by the Company pursuant to section 80 of the Act be and they are hereby revoked Provided that such revocation shall not have retrospective effect; and
- (d) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.

SPECIAL RESOLUTION

(2) THAT:

- (a) the Directors be and they are hereby empowered, pursuant to section 95 Companies Act 1985 ("the Act"), to allot equity securities pursuant to the authority given in accordance with section 80 of the Act by Resolution No. 1 above as if section 89(1) of the Act did not apply to any such allotment all authorities previously conferred under section 95 of the Act be



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and they are hereby revoked, but such revocation shall not have retrospective effect; and

(b) words and expressions defined in or for the purposes of Part IV of the Act have the same meanings herein.

Signed.....

Print Name.....

Date of Signature.....

James Grandberg
17 September 2002