

MIDS & HORSEY LIMITED (the "Company")

Company Number 116571

Written Resolution of the sole shareholder of the Company.



Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, hereby resolve:-

ORDINARY RESOLUTION

- (1) That the authorised share capital of the Company be increased to £32,839 by the creation of 10,039 Ordinary Shares of £1.00 each in the Company.

SPECIAL RESOLUTION

- (2) (A) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities (as defined in s.80 (2) of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of £12,839 at any time or times during the period of 5 years from the date of this Resolution.

(B) The authority contained in paragraph (A) above shall enable the Directors to allot relevant securities after the expiry of the said period of 5 years pursuant to an offer or agreement made by the Company before the

expiry of such period. All unissued shares or securities shall be at the disposal of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

(C) Sub-section (1) of section 89 of the Companies Act 1985 and sub-section (1) to (6) inclusive of section 90 of that Act shall be excluded from applying to the company.

Dated *12 March* *2004*

NAME

David Christie

For and on behalf of Woodpecker plc

SIGNATURE

[Signature]
.....
Attorney