

COMPANY NO: 399707

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

OF

HARROGATE INTERNATIONAL TOY FAIR LTD.

At an Extraordinary General Meeting of the above named company held at Oatlands Park Hotel, Weybridge, Surrey on 8 June 2001 the following Resolution of the company was duly passed:

As a Special Resolution:

The company's articles of association be altered by the addition of the following new article, numbered 5A

"Subject to the provisions of Part V of the Companies Act 1985 the company may:

- a) pursuant to s 159 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder on such terms and in such manner as shall be provided by the articles of the company;
- b) pursuant to s 162 of that Act purchase its own shares (including any redeemable shares);
- c) pursuant to s 171 of that Act make a payment out of capital in respect of the redemption or purchase;
- d) pursuant to s 155 of that Act give financial assistance for the purchase of its own shares or those of its holding company."

Regulations 3 and 10 of Table A shall not apply to the company.

J. Money
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SECRETARY

