

Company number 506953

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

B BRAHAM LIMITED (Company)



We the undersigned, being all the members of B Braham Limited (Company) who (at the date of these resolutions) would be regarded for the purpose of section 381A of the Companies Act 1985 as entitled to attend and vote at any general meeting of the Company (Members) and in accordance with schedule 15A of the Companies Act 1985, having been supplied with the original of the statutory declaration made pursuant to section 155 of the Companies Act 1985 and the auditors' report annexed thereto, hereby agree, pursuant to section 381 of the Companies Act 1985 that the following written resolutions (which would otherwise be required to be passed as special resolutions) be passed:

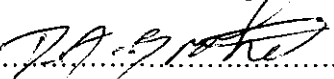
RESOLUTIONS

1. That, Regulation 10 of Table A applying to companies limited by shares registered from July 1948 to 30 June 1985, shall be disapplied from incorporation into the Company's Articles of Association so that the Company shall be permitted to give financial assistance for the purpose of or in connection with the purchase of shares in the Company.
2. That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to M & A N21 of 5th Floor, Durkan House, 155 East Barnet Road, New Barnet Hertfordshire, NE4 8QZ for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of the Companies Act 1985 Section 152(3) and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved:
 - a) Debenture over the assets of the Company for the benefit of Bank of Scotland
 - b) Cross Guarantee in respect of the indebtedness of M & A N21 Limited for the benefit of Bank of Scotland

(Finance Documents)

3. That the approval for the Company to enter into the Finance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

Mr Derek Alexander Braham



20.10.2006

Mrs Frances Jennifer Braham



20.10.2006

Mr Michael Leslie Caudle



20.10.2006