

Company No.: 00763036

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WADE INTERNATIONAL (UK) LIMITED

PASSED 28 June 2002

In accordance with the Company's Articles of Association and Section 381(A) of and Schedule 15A to the Companies Act 1985 we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, and so that such resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, hereby resolve as follows:

SPECIAL RESOLUTION

THAT:

1. The Articles of Association of the Company be amended as follows: 1

1.1 the deletion of article 5 and its replacement by the following:

"The maximum number and minimum number respectively of the directors may be determined from time to time by original resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one."

2. Clause 3 of the Memorandum of Association of the Company be amended as follows:

2.1 the following new sub-clause be inserted into and designated as clause 3(z):

"(Z) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both :
means whatever, the discharge and perfo



liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):

- (i) the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company (the terms 'holding company' and 'subsidiary' having the meanings given to them by Section 736 of the Companies Act 1985) or otherwise associated with the Company in business; and
- (ii) the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- (iii) the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities."

2.2 the following new sub-clause be inserted into and designated as clause 3(aa):

"To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as those terms are defined by section 736 of the Companies Act 1985) for the time being and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law".

- 3. That with effect from the passing of this resolution regulation 10 in Part I of Table A in the First Schedule to the Companies Act 1948 shall no longer form part of the regulations of the Company. 715.
- 4. In connection with the acquisition ("the Acquisition") of the whole of the issued share capital of the Company by Wade International Limited ("the Purchaser") the Company is authorised to give financial assistance for the purpose of the Acquisition 7

by entering into each of the documents described below and by giving effect to the arrangements provided for therein in relation to the Company:

- 4.1 a Hive-up Agreement in the form produced to the meeting and initialled by the Chairman for the purposes of identification to be executed by the Company and the Purchaser pursuant to which the Company shall sell and the Purchaser shall purchase the business and undertaking of the Company the consideration for which is to be satisfied by the Purchaser assuming all liabilities of the Company and any cash balance left outstanding as an interest-free loan repayable on demand by the Purchaser to the Company;
- 4.2 the transfer by the Company of the freehold property at Third Avenue, Halstead, Essex, CO9 2SX to the Purchaser for a consideration to be calculated by reference to the market value of the property, such amount to be left outstanding as an inter-company interest free loan repayable on demand; and
- 4.3 the transfer by the Company of the freehold property at Broton Drive, Halstead, Essex to the Purchaser for a consideration equal to the net book value of the property, such amount to be left outstanding as an inter-company interest free loan repayable on demand.

Name of Member

Signature of Member

Date of Signature

Wade International Inc.

John As Attorney for
Wade International Inc.

28 June 2002

Robert Donaldson Taylor

Robert As Attorney for
Robert Donaldson Taylor

28 June 2002