

Company No 799003

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY
SHARES

COPY WRITTEN SPECIAL RESOLUTION

of

HADLEY & OTTAWAY LIMITED

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company in accordance with section 381A of the Companies Act 1985 and agree that the said 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:-

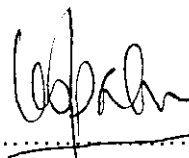
SPECIAL RESOLUTION

THAT the Company be authorised to give the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) particulars of which are described in the declaration sworn by the directors of the Company, a copy of which is annexed hereto and marked A for identification purposes (the provision of such financial assistance being in the best interests and for the benefit of the Company).

Dated the 8th day of July 2004



Lionel David Palmer



Director, for and on behalf of
Angelmime Limited

