

COMPANIES ACTS 1985 AND 19899

Written Resolutions of

MONSOON HOLDINGS LIMITED

Company Number 1200163

We hereby certify this to be  
a true copy of the original

*Berwin Leighton*

Berwin Leighton

Adelaide House,

London Bridge,

London, EC4R 9HA

20.1.98

(passed pursuant to regulation 53 of Table A in the Schedule  
to the Companies (Tables A to F) Regulations 1985 (as amended) which  
is incorporated in to the Company's articles of association by virtue of article 2)

We, the undersigned, being the only members of the Company for the time being entitled to attend and vote at General Meetings, hereby pass the following Resolutions and agree that for all purposes they will be as valid and effective as if passed at a General Meeting of the Company duly convened and held in the case of Resolution 1 as an ordinary resolution and in the case of Resolution 2 as a special resolution.

1 THAT in accordance with section 322(2)(c) of the Companies Act 1985 ("CA85") and for all other purposes, the agreement dated 27 May 1997 (a copy of which is attached) between the Company's wholly owned subsidiary, Monsoon Coordination Services Limited ("MCS") and Sycamore Holdings Limited pursuant to which MCS acquired the entire issued share capital of Brands Exploitation Limited is hereby affirmed and the acts of all directors who authorised MCS's execution of the said agreement or are connected with Sycamore Holdings Limited are hereby ratified and all rights of the Company arising by virtue of Section 322(3) CA85 or otherwise are hereby waived.

2 THAT the terms of an agreement to be entered into between the Company, Mr Andrew May, Mr John Spooner, Mrs J Spooner, Ms N Pyke, Mr N Schwefel, Ms K Street, Ms S Skelton, Ms L Townsend and Ms C Robb (the "Sellers"), for the purchase by the Company out of distributable reserves from the Sellers of an aggregate of 916 ordinary shares of 10p each at a price calculated in accordance with the agreement ( a copy of which is attached) but not exceeding £4,250 per ordinary share be approved, the Directors be authorised pursuant to section 164 of the CA85 to enter into such an agreement and that the purchase by the Company from the Sellers as Directors of the Company be approved in accordance with section 320 of the Act.



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Andrew May

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Susan May

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John Spooner

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Jude Spooner

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*B R Ellis*  
Credit Suisse Trust Limited  
*as Trustee of the*  
*Beauchamp Trust*

.....  
Noosnom Limited

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Peter Simon

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Katherine Simon

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Sarah Skelton

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Lindsay Edwards

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Nicola Pyke

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Kate Street

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Carole Robb

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Lynn Townson

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Nicholas Schwefel

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Suzanne Wright

.....  
*[Signature]*  
Stoneycroft Limited

Dated: 13/1/1998

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Adelaide House,  
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London, EC4R 9HA

20.1.98

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Andrew May

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Susan May

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John Spooner

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John Spooner

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Credit Suisse Trust Limited

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Neesnom Limited (Director)

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Peter Simon

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Katherine Simon

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Sarah Skelton

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Lindsay Edwards

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Nicola Pyke

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Kate Street

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Carole Robb

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Lynn Townson

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Nicholas Schwefel

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Suzanne Wright

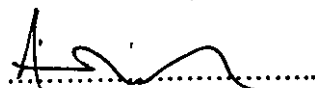
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Stoneycroft Limited


Dated: 13/1/1998

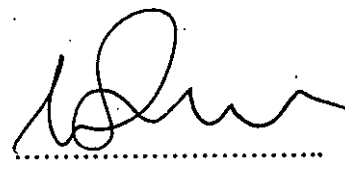
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Andrew May

  
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Susan May (RSA  
attorney)

  
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John Spooner

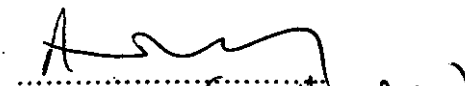
  
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Jude Spooner (POA)


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Credit Suisse Trust Limited

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Noosnom Limited

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Peter Simon

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Katherine Simon

  
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Sarah Skelton (as attorney)

  
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Lindsay Edwards

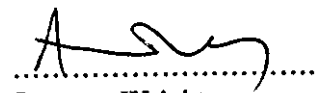
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Kate Street

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Carole Robb

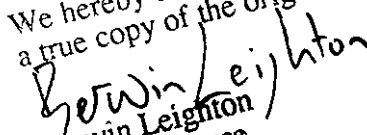
  
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Lynn Townson

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Nicholas Schwefel

  
.....  
Suzanne Wright  
(as attorney)

.....  
Stoneycroft Limited

Dated: 13 January 1998

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Susan May

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John Spooner

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Jude Spooner

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x ..... y  
Nicholas Schwefel

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Suzanne Wright

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20.1.98

.....  
Andrew May



Jude Spooner  
(an attorney)

.....  
Susan May

.....  
Credit Suisse Trust Limited

.....  
John Spooner

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Noosnom Limited

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Peter Simon

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Katherine Simon

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~~Sarah Skeelton~~



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Lindsay Edwards

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Nicola Pyke

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~~Kate Street~~ SARAH SKEELTON

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Carole Robb

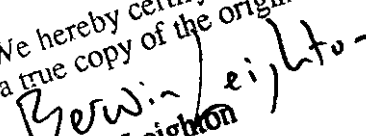
.....  
Lynn Townson

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~~Nicholas Schwefel~~ KATE STREET

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Suzanne Wright

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