

Company No: 2358009

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

SAUNDERS PARTNERSHIP LIMITED
(Passed on 31st July 2006)


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

SPECIAL RESOLUTIONS

1. That the memorandum of association of the Company be amended by inserting the following new clause as clause 3 (w):

"Provided that the provisions of sections 155 to 158 inclusive of the Act are duly complied with (to the extent applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specifies in section 151(1) and/or section 151(2) of the Act as may be lawful. In this clause the expression the "Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."

2. Subject to compliance with sections 155 to 158 of the Act, the giving by the Company of financial assistance to Saunders Partnership Design Limited (the "Buyer") for the purpose of the acquisition by the Buyer of all the issued shares in the capital of the Company in the form described in the statutory declaration sworn by the directors of the Company (being Robert Weedon, Clifford Saunders, Martin Williams, Stephen Gardner, Stephen Hutchinson and Kevin Seggery) pursuant to section 155(6)(a) of the Act on the date hereof, be and is hereby approved;
3. That the giving of financial assistance by the Company by the execution of the debenture and the guarantee and the payment of the dividend and professional fees referred to in the annexed statutory declaration be and is hereby approved 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


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Robert Weedon


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Clifford Saunders

