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**Bennetts Associates Architects****RESOLUTION****The Companies Act 1985 to 1989****Written Resolutions of Bennetts Associates Limited**

We, the undersigned, being the sole members of the above named Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby pass the following Written Resolutions and agree that the said Resolutions 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.

1. That each of the existing 1,000 Ordinary Shares of £1.00 in the capital of the Company and each of the existing 9,000 authorised but unissued Ordinary Shares of £1.00 each in the Company be subdivided in to Ordinary Shares of 10p each.
2. That the authorised capital of the Company be increased by £40,000 to £50,000 by the creation of 400,000 Ordinary Shares of 10p each.
3. That the directors are generally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") for a period of 5 years from the date of adoption of this resolution to exercise the power of the Company to allot relevant securities in respect of all shares for the time being unallotted provided that this authority may be varied or revoked by an ordinary resolution of the Company.
4. The Directors of the Company be empowered pursuant to Section 95 of the Act to allot the shares in the capital of the Company pursuant to the authority conferred by Resolution 3 as if Sections 89(1) and 90(1) to (6) of the Act did not apply. This power shall expire five years from adoption of this resolution but shall extend to any allotment of shares after that date pursuant to any agreement or option made, entered into or granted before that date.
5. That on the recommendation of the directors it is desirable to capitalise the sum of £19,000 being part of the amount standing to credit of the reserves of the Company and accordingly that such sum be set free for distribution amongst the holders of the issued Ordinary Shares of 10p each in the capital of the Company following the subdivision referred to in Resolution 1 above in the proportion of 19 Ordinary Shares of 10p each for every one such Ordinary Share of 10p each now held by them on condition that the same be not paid in cash but be applied in paying up in full 190,000 Ordinary Shares of 10p each in the capital of the Company at present unissued to be allotted and issued credited as fully paid up at par to and amongst such members in the proportion of 19 new Ordinary Shares of 10p each for every one Ordinary Share of 10p each now held.


**RAB BENNETTS**

**DENISE BENNETTS**

8 NOVEMBER 2004

