

Company No: 02860223

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
KITCHEN CONSULTANTS LIMITED**

SPECIAL RESOLUTIONS

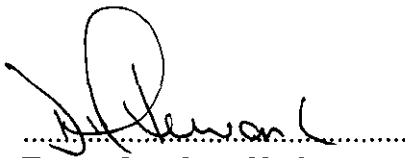
Passed as **WRITTEN RESOLUTIONS**

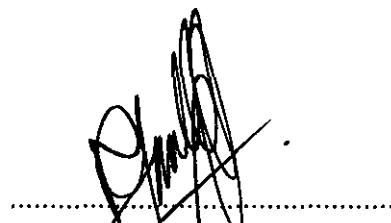
Passed pursuant to Section 381A of the Companies Act 1985.

We the undersigned, being or representing all the members of the company entitled to attend and vote at the general meeting of the Company, **HEREBY RESOLVE** as follows:

1. That in connection with the acquisition ("the Acquisition") of 50% of the issued share capital of the Company by Larost Holdings Limited ("the Purchaser") the Company is authorised to give financial assistance for the purpose of the Acquisition by entering into each of the documents or arrangements described below and by giving effect to the arrangements provided for therein in relation to the Company:
 - 1.1 A loan agreement providing for a loan from the Company to the Purchaser of approximately £150,000; and
 - 1.2 The payment of all parties' transaction expenses in relation to the Acquisition.

DATED: 14 July 2003


.....
**For and on behalf of
Larost Holdings Limited**


.....
Philip Lambert



KITCHEN CONSULTANTS LIMITED

AUDITORS' REPORT TO THE DIRECTORS OF KITCHEN CONSULTANTS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 14 July 2003 in connection with the proposal that the Company should give financial assistance for the purchase of 40,000 of the Company's ordinary shares.

BASIS OF OPINION

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

OPINION

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Lakin Rose

Lakin Rose

Registered Auditors
Chartered Accountants

Enterprise House
Vision Park
Histon
Cambridge
CB4 9ZR

14 July 2003