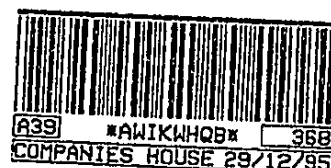


NO: 3065866

## THE COMPANIES ACT 1985

Company Limited by Shares



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RESOLUTIONS  
of  
EXTRAFUNNY LIMITED

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At an Extraordinary General Meeting of the above named Company convened and held on 27th October 1995 the following resolutions were passed as ordinary resolutions or special resolutions as appropriate:

ORDINARY RESOLUTIONS

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1. THAT the authorised share capital of the Company be and is increased from £1,000 to £2,083,333 by the creation of an additional 2,082,333 ordinary shares of £1 each, ranking pari passu with the existing shares in the capital of the Company.
  2. THAT the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal value of £2,083,331 provided that:
    - (a) such authority shall expire on the date being five years following the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired;
    - (b) all of such relevant securities shall be allotted and such allotment shall be limited to (1) 333,331 shares to Hawthorn Leslie Group Limited, and (2) 1,750,000 shares to Bridge Trading Limited, pursuant to the terms of an agreement dated 27th October 1995 and made between Hawthorn Leslie

- (c) Group Limited, Bridge Trading Limited, Jolly Williams & Co Limited, Foldmake Limited and the Company ("CDL Agreement"); and this authority shall be in substitution for and to the exclusion of any existing authority pursuant to the said section 80 which existing authority shall forthwith cease and be of no further effect.

### SPECIAL RESOLUTIONS

3. THAT the two ordinary shares of the Company registered in the name of Hawthorn Leslie Group Limited ("HLG") and the 333,331 unissued ordinary shares proposed to be allotted to HLG pursuant to the CDL Agreement be converted into and re-designated as 333,333 'B' Shares and all of the remaining unissued ordinary shares of the Company be converted into and re-designated as 1,750,000 'A' Shares each class having respectively the rights and restrictions set out in the new Articles of Association of the Company to be adopted pursuant to paragraph 5 of these Resolutions.
4. THAT Clause 3 of the Memorandum of Association be altered by the addition of a new sub-clause (aa) immediately after sub-clause (a) in the following terms:  
 "(aa) To carry on all or any of the businesses as a holding company of other companies, firms and businesses; generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the company; to co-ordinate the policy and administration of any companies of which the company is a member or which are in any manner controlled by or connected with the company; and to provide administrative, legal, technical and financial services of every description to other companies, firms and persons."
5. THAT the regulations contained in the printed document produced to the meeting and signed for the purpose of identification by the chairman of the meeting be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.

*Mark D. Thiller*  
 Secretary