

Registered Number: 3223028

THE COMPANIES ACTS

AMAZON.CO.UK LTD

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISIONS
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company which has effect as if agreed by the Company in general meeting:-

ORDINARY RESOLUTIONS

1. That all the 5,000,000 ordinary shares of 1 pence each in the share capital of the Company be and are hereby consolidated into 50,000 ordinary shares of £1.00 each, such ordinary shares to have the rights and be subject to the restrictions set out in the Articles of Association.
2. That the authorised share capital of the Company be increased from £50,000 to £40,000,000 by the creation of 39,950,000 ordinary shares of £1.00 each to rank pari passu in all respects with the existing ordinary shares of £1.00 each of the Company.
3. That the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £40,000,000 provided that this authority shall expire on 31 December 2004.

Date: 19 December 2003 Time: 9:35 a.m.

Sole Member: 

L. Michelle Wilson
as authorised representative for
Amazon.com, Inc.

