

LEGEND INVESTMENTS

3245801
LIMITED

The Written Resolution

We the undersigned being all of the members of the company having the right to vote at general meetings or authorized agents of such members signify our assent to the passing of the resolutions set out below under the provisions of the Companies Act 1985 Section 381A to the effect that such resolutions shall be deemed to be effective as if they had been passed at a general meeting of the company duly convened and held

RESOLUTION

1. That the draft of an Agreement produced to each member expressed to be made between PMG Investments Limited (1) and the Company (2) and providing for the purchase by the Company of the ordinary shares of the Company held by PMG Investments Limited at the price per share specified in the draft of the Agreement be approved and that:
 - (i) the Directors be authorized and requested to procure the Company to enter into a contract on the terms of the draft Agreement to complete it as provided on or before the 1st June 2001.
 - (ii) the shares which the Company shall have power to issue in place of the shares to be purchased by virtue of the Companies Act 1985 Section 160(5) shall be 42,857 'A' ordinary shares of one pound each

Consent to Short Notice

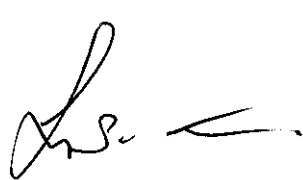
WE, the undersigned being the members of the above Company entitled to receive notice of and to attend (and vote) at the meeting convened by the above Notice or at any adjournment thereof HEREBY CONSENT to the above resolution being proposed and passed as a Special Resolution and to the meeting being held notwithstanding that less than the Statutory Notice has been given



A27
COMPANIES HOUSE
COMPANIES HOUSE

0591
05/04/02
26/03/02

J. A. Patrick
Director
For and on behalf of PMG Investments
Limited

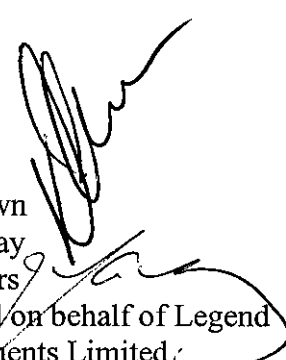


Registered Office
Priory Mill
Castle Road
Studley
Warwickshire
B80 7AA

Dated

15th May 2001

D. Brown
J. Murray
Directors
For and on behalf of Legend
Investments Limited



Registered Office:
2 Water Court
Water Street
Birmingham
B3 1HP