

10 - 09 - 98

Company No. 3399254

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

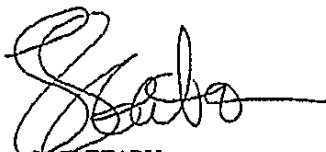
ORDINARY RESOLUTION OF
TOAST (MAIL ORDER) LIMITED

Passed on... 21.8.98

At an Extraordinary General Meeting of the above named company, duly convened and held at ~~the~~ *the* offices of the company on ... 21.8.98... the following resolution was duly passed as an ordinary resolution:

RESOLUTION

- That
- a) The authorised share capital of the company be increased from £100 to £100,000 by the creation of 99,900 ordinary shares of £1 each.
 - b) For the purposes of Section 95 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section):
 - i) The directors be and are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £99,900 to such persons at such times and on such terms as they think proper during the period expiring at the end of five years from the date of this resolution; and
 - ii) The company be and is hereby authorised to make prior to the expiry of the said period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of any authority given by this Resolution.


SECRETARY

