

No. 3430698

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
BODEN GROUP HOLDINGS LIMITED

Passed



At an Extraordinary General Meeting of the above-named Company, duly convened and held on 12th March 2003, the following Resolution was duly passed:

ORDINARY RESOLUTION

THAT:

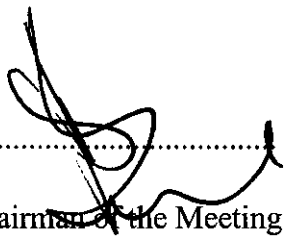
- 1 the 1,000 "C" Shares of £0.20p each issued and allotted to Mrs Ruth Bould be re-designated "E" Shares of £0.20 each so that such shares shall rank for all purposes pari passu with the existing issued ordinary shares of £0.20p each in the capital of the Company with the rights set out in the Articles of Association of the Company;

SPECIAL RESOLUTION

- 2 THAT the Articles of Association of the Company be altered:

by the deletion of Article 2 (a) and the substitution therefor of the following new Article:

"The authorised capital of the company consists of £100,000 being 500,000 shares of £0.20 each divided into 238,338 "A" Shares of £0.20 each, 207,240 "B" Shares of £0.20 each, 50,506 "C" Shares of £0.20 each, 2,916 "D" Shares and 1,000 "E" Shares of £0.20 each"



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Chairman of the Meeting

Dated: 12th March 2003