

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 *4th March* 2003, the following Resolution was duly passed:

ORDINARY RESOLUTION

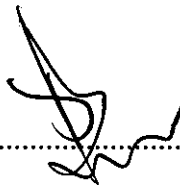
THAT:

- 1 the 497,942 Ordinary Shares of £0.20p each issued and allotted to the members of the Company pursuant to a resolution of the Company dated 31 July 2002 be re-designated as follows:-

Name of allottee	Number of ordinary shares allotted on 31 July 2002	Re-designated Class
D R Bould	237,357	A Ordinary Shares
B V Bould	206,387	B Ordinary Shares
N D Bould	51,294	C Ordinary Shares
N Wiles	1,452	D Ordinary Shares
N Bould	1,452	D Ordinary Shares

and 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;



A handwritten signature in black ink, consisting of a large, stylized 'S' or 'Z' shape with a horizontal line extending to the right, crossing over itself.

Chairman of the Meeting

Dated: 4th March 2003