

Company Number;3754672

The Companies Act 1985

Private Company Limited by Shares

Resolutions in Writing of the Shareholders of

EKAY ADVERTISING AND MARKETING LIMITED ("the Company")

Passed on 23 September 2005

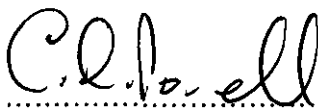
We, the undersigned, being all the shareholders of the Company having the right to attend and vote at general meetings of the Company hereby certify that the subjoined special resolution has been unanimously passed by us this day and year first above written:

As ordinary resolutions

- 1 THAT the authorised share capital of the company be increased to £150,000 by the creation of 50,000 ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the company.
- 2 That the directors be and are hereby generally and unconditionally authorised pursuant to section 80(1) of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of passing of this resolution, provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

As a special resolution

- 3 That, notwithstanding the provisions contained in section 89 of the Companies Act 1985, the directors be and are hereby authorised to allot equity securities for cash pursuant to the authority conferred by the previous resolution as if the pre-emption provisions of the said section did not apply to any such allotment, provided that this power shall be limited to:
 - (a) a period of five years from the passing of this resolution; and
 - (b) the allotment of equity securities up to an aggregate nominal value of £50,000.



E K Powell



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20/10/2005