

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
UC Group Limited ("the Company")

(Company No: 3762366)



COPY

resolutions of the type and in the terms specified below as proposed by the members of the Company at their Annual General Meeting duly convened and held at The Mansion House, Plaistow Lane, Bromley, Kent BR1 3TP, United Kingdom on 19 October 2004 at 9.00 am.

ORDINARY RESOLUTIONS

1. THAT the report of the directors and audited annual accounts together with the auditors' report thereon for the year ended 31 December 2003 that has already been distributed be approved.
2. THAT Frans van Hove who will be retiring by rotation be reappointed as a director.
3. THAT the current auditors, Messrs Gallagher & Co be reappointed.
4. THAT the directors be authorised to fix the auditors' remuneration.
5. That the authorised share capital of the Company be and it is hereby increased from £100,000 to £300,000 by the creation of 2,000,000,000 new "A" Ordinary Shares of 0.01p (one hundredth of a penny) each ranking pari passu in all respects with the existing "A" Ordinary Shares in the capital of the Company.
6. That the Directors be and they are hereby unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise generally any power of the Company to allot relevant securities, within the meaning of that Section, to a maximum amount of £212,417.6280. The authority conferred by this Resolution shall expire on the fifth anniversary of the passing of this Resolution, unless previously revoked or varied by the Company in general meeting.

SPECIAL RESOLUTION

7. THAT the share premium account of the Company be and is hereby cancelled.
8. That the first sentence of Article 2 of the Articles of Association of the Company be and is hereby amended so that it reads as follows:

"The present authorised share capital of the Company is £300,000, divided into 2,999,999,990 "A" Ordinary Shares of 0.01p (one hundredth of a penny) each ("A" Shares") and 10 "B" Ordinary Shares of 0.01p (one hundredth of a penny) each ("B" Shares").



.....
Robert Robinson,
Company Secretary

Dated 19th October

2004

A copy of this resolution has been passed to the Company's auditors.