

Company No: 3827839

The Companies Act 1985 and The Insolvency Act 1986

Company Limited By Shares

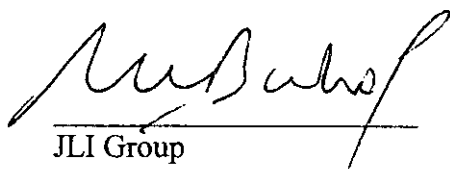
**Written Resolutions of the Members of**

**Harrington Consumer Products Limited ("the Company")**

We, JLI Group Limited, being the sole member of the Company, hereby resolve that the subjoined Resolutions take effect, the first as a Special Resolution and the second and third as Extraordinary Resolutions and the forth and fifth as Ordinary Resolutions:

1. "That the Company be wound up voluntarily and that Stephen Robert Cork and Joanne Elizabeth Milner, Licensed Insolvency Practitioners, of Smith & Williamson Limited are hereby appointed Joint Liquidators of the Company ("the Liquidators") for the purposes of such winding up."
2. "That in accordance with the provisions of the Company's Articles of Association, the Liquidators are hereby authorised to distribute among the members in specie all or any part of the assets of the Company as they shall think fit."
3. "The Liquidators are hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part 1, Schedule 4 of the Insolvency Act 1986."
4. "That Smith & Williamson Limited be paid the sum of £6,000 plus disbursements and VAT as payment for assisting the Director in the preparation of the Declaration of Solvency in the required format, advice to the meeting of the sole Director at which it was resolved that steps should be taken to place the Company into Members' Voluntary Liquidation, and assistance with drafting and issuing of the written resolutions to the Member to place the Company into Liquidation. Remuneration to be drawn on accountant the discretion of the Liquidators."
5. "That the remuneration of the Liquidators and their staff in attending to matters arising in the winding up of the Company shall be drawn by them on a time cost basis as and when realisations allow, plus disbursements and VAT."

Signatures;

  
JLI Group  
10 November 2005

