

11-11-99

## COMPANIES ACT 1985

NICHOLSON BARBER - COMPANY NUMBER 3837883  
("the Company")

## WRITTEN RESOLUTIONS

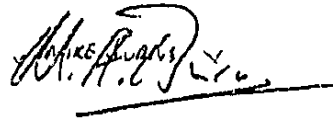
29 October 1999

We, the undersigned, being the holders of the entire issued share capital of the Company hereby pass the following resolutions as written resolutions of the Company pursuant to Section 381A of the Companies Act 1985 with the effect as if the said resolutions had been passed as special resolution of the Company in general meeting.

Written Resolutions

1. "That the Company be reregistered as a company limited by shares with the name "Nicholson Barber Limited".
2. "That the share capital of the Company be confirmed as £2,500,000 divided into 701,654 'A' Ordinary Shares of 0.01p each, 154,565 'B' Ordinary Shares of 0.01p each, 143,781 'C' Ordinary Shares of 0.01p each, 1,600,000 'D' Ordinary Shares of £1 each and 899,000 'E' Ordinary Shares of £1 each".
3. "That the Memorandum or Association of the Company be amended on the front page as follows:
  - (a) by the deletion of the words "UNLIMITED COMPANY HAVING A SHARE CAPITAL" and the insertion in their place of the words "A COMPANY LIMITED BY SHARES"; and
  - (b) by the addition of the word "Limited" to all references to the name of the Company
4. "That the Company adopt new Articles of Association in the form annexed hereto and marked "A" for identification purposes in place of its existing Articles of Association."

SIGNED by MIKE BURNS duly )  
authorised attorney for DOUGLAS )  
CARR on 29 OCTOBER 1999: )



SIGNED by MIKE BURNS duly )  
authorised attorney for DAVID )  
JONATHAN DUNN on 29 OCTOBER )  
1999: )



SIGNED by MIKE BURNS duly )  
authorised attorney for ALAN )  
CHAMBERS FLEMING on 29 )  
OCTOBER 1999: )




11-11-99

SIGNED by MIKE BURNS duly )  
authorised attorney for JONATHAN )  
LESLIE HATTERSLEY on 29 )  
OCTOBER 1999:



SIGNED by MIKE BURNS duly )  
authorised attorney for PETER JOHN )  
REGINALD HEPWORTH on 29 )  
OCTOBER 1999:



SIGNED by MIKE BURNS duly )  
authorised attorney for ANDREW )  
RICHARD HOLT on 29 OCTOBER )  
1999:



SIGNED by MIKE BURNS duly )  
authorised attorney for JAMES )  
LANCHBERRY on 29 OCTOBER )  
1999:



SIGNED by MIKE BURNS duly )  
authorised attorney for PETER )  
LEONARD NOLAN on 29 OCTOBER )  
1999:

