

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LIVING VENTURES LIMITED (the "Company")

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT** Article 11.1 of the Articles of Association be deleted and replaced with the following:-

"Save as set out in Articles 11.2 and 13, no member shall be entitled to transfer any Ordinary Share or A Ordinary Share at any time prior to the third anniversary of the date of adoption of these Articles".

2. **THAT** Article 12.1 of the Articles of Association be deleted and replaced with the following:-

"Subject as provided in Articles 11, 13 and 14 every member who wishes to transfer any shares (the "Seller") shall give notice in writing to the Company (the "Transfer Notice") of that wish."

3. **THAT** Article 12.13 of the Articles of Association be deleted and replaced with the following:-

"Subject to the provisions of Articles 11, 13 and 14 if the Company shall not have given a Sale Notice to the Seller in respect of all the Sale Shares within 30 days after the date of the receipt of a Transfer Notice, the Seller shall not be entitled to transfer the Sale Shares."

4. **THAT** Article 15 of the Articles of Association be deleted and replaced with the following:-

"Left intentionally blank."

Dated: 24 March 2005

.....
Timothy Alan Bacon


.....
John Ernest Branagan

.....
Daniel Michael Fox

.....
John Bernard Green



.....
Philip David Harrison


.....
Paul Anthony Murphy

.....
Paul Newman

.....
Eifion Roberts

.....
Jeremy Roberts

.....
Sagitta European Equity Partners II LP