

Schedule 2
Written Resolution

Company No: 3904769
The Companies Acts 1985 and 1989
Bluesparkle Ltd
"The Company"



We, the undersigned, being the holders of the entire issued share capital of the Company by nominal value entitled to receive notice of and to attend and vote at general meetings, pass the following resolution as a written resolution pursuant to Section 381 (A) of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996) and which will be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

Resolutions

THAT:

1. The Articles of Association of the Company ("the Articles") be amended by the insertion of the following definition in the Clause headed "Interpretation" on page 1 of the Articles:-

"The Investor" means Totty Developments Limited (Company Number 1098081) whose registered office is at Woodland House, Woodland Park, Bradford Road, Chain Bar, Bradford, West Yorkshire, BD19 6BW.

2. The Articles be amended by the insertion of the following articles:-

"Variation of Rights"

6a any variation of the rights contained in Article 12a shall be deemed a variation of the rights attached to any shares owned, whether beneficially or otherwise, by the Investor and shall not be valid or take effect unless previously approved by the Investor in writing."

"Investors right to appoint a director"

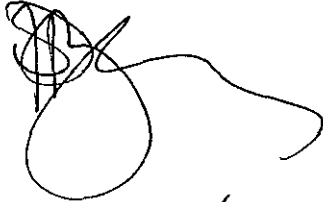
12a the Investor shall have the right for so long as it may be a member of or be owed any monies whatsoever by the Company by giving written notice to the Company to appoint, maintain in office, remove or replace one director.

3. The directors be and are generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 to allot and grant rights to subscribe for, or convert securities into shares of the Company up to 400,000 ordinary shares of £1.00 each in the capital of the Company within 5 years of the date of this

resolution and the directors shall have the power to exercise the authority conferred on them to allot and issue such shares to Totty Developments Limited (Company Number 1098081) or a member of its group (as defined in section 53 of the Companies Act 1989) only on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply.

DATED: 21st November, 01.

SIGNED:

A handwritten signature in black ink, appearing to be 'S.P. BLAKE', with a large, stylized loop at the end.

(S.P. BLAKE.)

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DATED: 21/11/07

SIGNED: 

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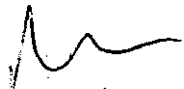
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DATED:



SIGNED:

22/11/61

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DATED: 20.11.01

SIGNED: 

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DATED: November 21st 2001

SIGNED: 

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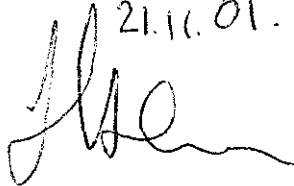
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DATED:

21.11.01.

SIGNED:

A handwritten signature in dark ink, appearing to be 'J. H. Stewart', written over the 'SIGNED:' label.

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Company No: 3904769
The Companies Acts 1985 and 1989
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DATED: 21 November 2001

SIGNED:

Ch. Stewart

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DATED:

21st NOV 2001

SIGNED:



JOHN FRASER

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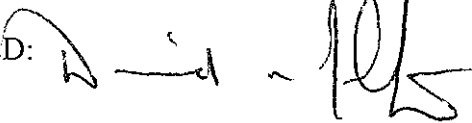
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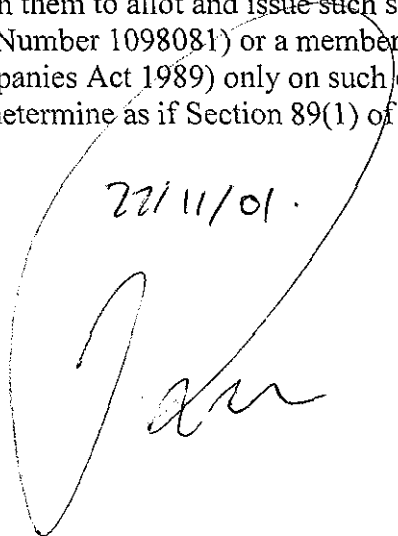
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DATED:

22/11/01.

SIGNED:

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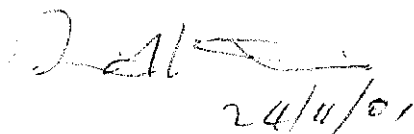
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- 6a any variation of the rights contained in Article 12a shall be deemed a variation of the rights attached to any shares owned, whether beneficially or otherwise, by the Investor and shall not be valid or take effect unless previously approved by the Investor in writing."

"Investors right to appoint a director"

- 12a the Investor shall have the right for so long as it may be a member of or be owed any monies whatsoever by the Company by giving written notice to the Company to appoint, maintain in office, remove or replace one director.

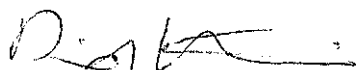
3. The directors be and are generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 to allot and grant rights to subscribe for, or convert securities into shares of the Company up to 400,000 ordinary shares of £1.00 each in the capital of the Company within 5 years of the date of this


24/11/01

resolution and the directors shall have the power to exercise the authority conferred on them to allot and issue such shares to Totty Developments Limited (Company Number 1098081) or a member of its group (as defined in section 53 of the Companies Act 1989) only on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply.

DATED: 24/11/01

SIGNED:



D J R Director