

Company Number 3906401



PHOTOBOX LIMITED ("THE COMPANY")

WRITTEN RESOLUTIONS OF THE MEMBERS OF
THE COMPANY
PURSUANT TO TABLE A OF THE COMPANIES ACT
TABLES A TO F REGULATIONS (S1 1985/805)

RESOLVED

Ordinary Resolution 1

That each of the 250,000 Ordinary Shares of £1 each in the capital of the Company (including the two Ordinary Shares in issue) be converted and divided into 50,000,000 Ordinary Shares of £0.005p each

Ordinary Resolution 2

That the Directors of the Company be authorised pursuant to Section 80 of the Companies Act 1985 to allot any unissued Ordinary Shares of £0.005p each in the capital of the Company for the time being this authority to expire on the day preceding the fifth anniversary of the date of this resolution

Special Resolution 1

That the Directors of the Company be empowered pursuant to Section 95 of the Companies Act 1985 to allot any unissued Ordinary Shares of £0.005p each pursuant to the authority conferred by Ordinary Resolution 3 as if Section 89(1) and 90(1) of the Companies Act 1985 did not apply, this power to expire five years from the passing of this Resolution

Signed.....
Graham Hobson

Signed.....
Mark Chapman

Dated.....15/01/2000.....