

Co No. 4330671

INHOCO 2460 LIMITED (the "Company")

Written Resolutions pursuant to

Section 381A Companies Act 1985 (as amended)

We, the undersigned, being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following written resolutions of the Company pursuant to Section 381A of the Companies Act 1985 (as amended);

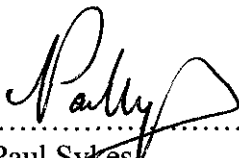
Ordinary Resolutions

THAT:

- (a) the authorised share capital of the Company be increased to £20,000 by the creation of **19,000** ordinary shares of £1.00 each, such shares having the rights and being subject to the restrictions set out in the Company's existing articles of association;
- (b) the Directors of the Company be and they are hereby authorised pursuant to section 80 Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value equal to the authorised but unissued share capital immediately after the increase effected by paragraph (a) of this resolution, such authority to expire on 10th January 2007;

Special Resolution

- (c) pursuant to section 95 Companies Act 1985 the directors are hereby empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the authority conferred by paragraph (b) of this Resolution as if section 89 of that Act did not apply to such allotment.


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Mr Paul Sykes
Dated: 11/1/02

