

Company No .4526040

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FOCUS WICKES (FINANCE) PLC

At an EXTRAORDINARY GENERAL MEETING of the Company held at *Gawsworth House, Westmere Drive, Aewe, Cheshire CW16XB* on *7* February 2005 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

1. the name of the Company be changed to Focus Wickes (Finance) Ltd;
2. pursuant to section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private company;
3. pursuant to section 53(2) of the Act the memorandum of association of the Company be altered by the deletion of Clauses 1 and 2, the re-numbering of existing Clauses 3, 4, 5 and 6 as Clauses 2, 3, 4 and 5 respectively and the insertion of a new Clause 1 as follows:

"1. The name of the Company is Focus Wickes (Finance) Ltd."; and
4. pursuant to section 53(2) of the Act new articles of association of the Company be adopted:



Chairman

