

COMPANIES ACT 1985

IMAGE RESTAURANTS PLC (the "Company")

COMPANY LIMITED BY SHARES

COMPANY NUMBER: 04766293

At an extraordinary general meeting of the above-named company, duly convened and held on 12 January 2006 at The Avenue, 7 - 9 St James's Street, SW1A 1EE, the following resolutions were passed:

SPECIAL RESOLUTIONS

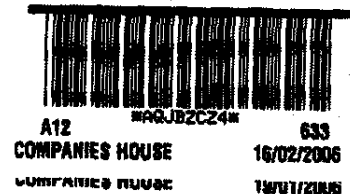
1. That the Company be re-registered as a private company under section 53 of the Companies Act 1985 (the "Act") by the name of Image Restaurants Limited.
2. That the Memorandum of Association of the Company be amended accordingly as follows:
 - 2.1 By the deletion of clause 1 and in substitution for it:

"1. The name of the Company is Image Restaurants Limited".
 - 2.2 By the deletion of clause 5 and in substitution for it:

"5. The Company's share capital is £100,000 divided into 100,000 ordinary shares of £1 each".
 - 2.3 By deleting clause 2.
 - 2.4 By renumbering clauses 3-5 as clauses 2-4 respectively.
3. That on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting and initialled by the Chairman of the Meeting for the purposes of identification, be adopted as the new Articles of Association of the Company to replace in their entirety the existing Articles of Association of the Company.

ORDINARY RESOLUTION

4. **THAT** for the purposes of Section 80 of the Act, and in substitution for all powers and authorities granted to the directors, the directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Act to exercise all the powers of the



Company to allot relevant securities (within the meaning of section 90 (2) of the Act):

- (i) up to an aggregate nominal amount of £3,225 in connection with the allotment of shares to Rowley Leigh;
- (ii) otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £100,000.

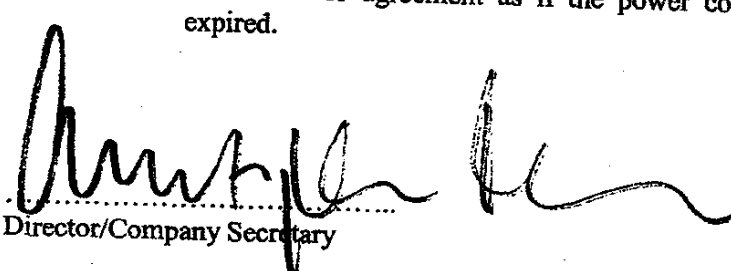
provided that this authority shall expire on 12 January 2011, unless renewed, varied or revoked by the Company in general meeting before such expiry, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

5. **THAT** the directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 (2) of the Act) of the Company for cash as if section 89 (1) of the Act did not apply to any such allotment:

- (i) in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of ordinary shares in the capital of the Company held by such holders on the record date(s) selected by the directors for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient for the purpose of dealing with fractional entitlements, record dates or legal or practical problems arising under or as a result of the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or the issue and/or holding of any securities in uncertificated form; and/or
- (ii) the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to an aggregate nominal amount of £100,000),

and shall expire at the expiry of the date 5 years after the date of the passing of this resolution, unless renewed or extended before such expiry, except that the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.


Director/Company Secretary