

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**FRESHMAX LTD (the "Company")**  
**COMPANY NUMBER 5047481**

Passed the [ 5<sup>th</sup> ] day of [ May ] 2005

Pursuant to section 381A of the Companies Act 1985 we the undersigned being all the members of the Company for the time being entitled to receive notice and attend and vote at general meetings of the Company hereby pass the following resolutions as Ordinary Resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held:

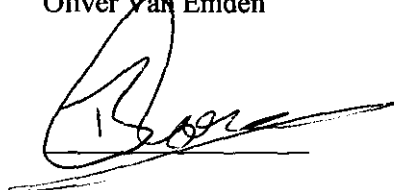
1. THAT all the 1,000 ordinary shares of £1.00 each in the capital of the Company be subdivided into 100,000 ordinary shares of £0.01 each.
2. That the directors are authorised pursuant to the Companies Act 1985 Section 80 to exercise the power of the Company to allot relevant securities (within the meaning of the Companies Act 1985 Section 80(2) in respect of all shares for the time being unissued up to a maximum of £1,000.




Oliver Van Emden



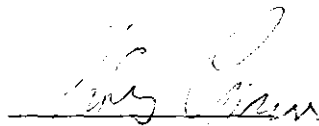
Date



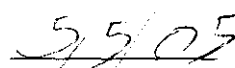
Bradley Rose



Date



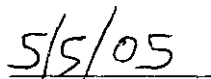
Chris Giness



Date



Chris Carr



Date



A26  
COMPANIES HOUSE

#A2K4Y7J0\*

0085  
04/08/05