

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

KAVANAGH ENTERPRISES LIMITED

Resolved August 1st 2005

We, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Written Resolutions of the Company and agree that the said resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

1. That the Company be and is hereby granted authority in accordance with Article 35 of Table A as incorporated into the Articles of Association of the Company and section 164 of the Companies Act 1985, forthwith to purchase its own shares in pursuance of and on the terms of a contract to be made between the Company (1) and Mr Robert Gwyther (2), a copy of which is attached.
2. That the contract referred to in Resolution 1 be and is hereby approved.

Signed by:


ROBERT CAMPBELL


ANTHONY HEAD


DAVID SHACKLETON


ROBERT GWYTHYR


JEREMY PORTER


MARK WALTERS


JEREMY FARROW

