

Company Number: 5362759

The Companies Acts 1985 and 1989

Private Company Limited by Shares

SPECIAL

RESOLUTIONS

of

LAMONT PRIDMORE (KENDAL) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company

duly convened and held at Bank Farm, Low Lorton, Cockermouth, Cumbria, CA13 0RQ

on 19th February 2005

the following SPECIAL RESOLUTIONS were duly passed, viz:

RESOLUTIONS

1. THAT the Share Capital of the Company be increased from £100 to £1,000,000 by the creation of a further 973,900 Ordinary Shares of £1 each, 100 "A" Ordinary Shares of £1 each, 100 "B" Ordinary Shares of £1 each, 100 "C" Ordinary Shares of £1 each, 100 "D" Ordinary Shares of £1 each, 100 "E" Ordinary Shares of £1 each, 100 "F" Ordinary Shares of £1 each, 100 "G" Ordinary Shares of £1 each, 100 "H" Ordinary Shares of £1 each, 100 "I" Ordinary Shares of £1 each, 100 "J" Ordinary Shares of £1 each, 100 "K" Ordinary Shares of £1 each, 100 "L" Ordinary Shares of £1 each, 100 "M" Ordinary Shares of £1 each, 100 "N" Ordinary Shares of £1 each, 100 "O" Ordinary Shares of £1 each, 100 "P" Ordinary Shares of £1 each, 100 "Q" Ordinary Shares of £1 each, 100 "R" Ordinary Shares of £1 each, 100 "S" Ordinary Shares of £1 each, 100 "T" Ordinary Shares of £1 each, 100 "U" Ordinary Shares of £1 each, 100 "V" Ordinary Shares of £1 each, 100 "W" Ordinary Shares of £1 each, 100 "X" Ordinary Shares of £1 each, 100 "Y" Ordinary Shares of £1 each and 100 "Z" Ordinary Shares of £1 each.



2. THAT the Memorandum of Association be amended by the adoption of the following Clause as Clause 5:-

5. The share capital of the Company is £1,000,000 divided into 974,000 Ordinary Shares of £1 each, 100 "A" Ordinary Shares of £1 each, 100 "B" Ordinary Shares of £1 each, 100 "C" Ordinary Shares of £1 each, 100 "D" Ordinary Shares of £1 each, 100 "E" Ordinary Shares of £1 each, 100 "F" Ordinary Shares of £1 each, 100 "G" Ordinary Shares of £1 each, 100 "H" Ordinary Shares of £1 each, 100 "I" Ordinary Shares of £1 each, 100 "J" Ordinary Shares of £1 each, 100 "K" Ordinary Shares of £1 each, 100 "L" Ordinary Shares of £1 each, 100 "M" Ordinary Shares of £1 each, 100 "N" Ordinary Shares of £1 each, 100 "O" Ordinary Shares of £1 each, 100 "P" Ordinary Shares of £1 each, 100 "Q" Ordinary Shares of £1 each, 100 "R" Ordinary Shares of £1 each, 100 "S" Ordinary Shares of £1 each, 100 "T" Ordinary Shares of £1 each, 100 "U" Ordinary Shares of £1 each, 100 "V" Ordinary Shares of £1 each, 100 "W" Ordinary Shares of £1 each, 100 "X" Ordinary Shares of £1 each, 100 "Y" Ordinary Shares of £1 each and 100 "Z" Ordinary Shares of £1 each.

3. THAT the Articles of Association be amended by the adoption of the following Clause as Clause 2.1:-

SHARE CAPITAL

- 2.1 The Share Capital of the Company is £1,000,000 divided into 974,000 Ordinary Shares of £1 each, 100 "A" Ordinary Shares of £1 each, 100 "B" Ordinary Shares of £1 each, 100 "C" Ordinary Shares of £1 each, 100 "D" Ordinary Shares of £1 each, 100 "E" Ordinary Shares of £1 each, 100 "F" Ordinary Shares of £1 each, 100 "G" Ordinary Shares of £1 each, 100 "H" Ordinary Shares of £1 each, 100 "I" Ordinary Shares of £1 each, 100 "J" Ordinary Shares of £1 each, 100 "K" Ordinary Shares of £1 each, 100 "L" Ordinary Shares of £1 each, 100 "M" Ordinary Shares of £1 each, 100 "N" Ordinary Shares of £1 each, 100 "O" Ordinary Shares of £1 each, 100 "P" Ordinary Shares of £1 each, 100 "Q" Ordinary Shares of £1 each, 100 "R" Ordinary Shares of £1 each, 100 "S" Ordinary Shares of £1 each, 100 "T" Ordinary Shares of £1 each, 100 "U" Ordinary Shares of £1 each, 100 "V" Ordinary Shares of £1 each, 100 "W" Ordinary Shares of £1 each, 100 "X" Ordinary Shares of £1 each, 100 "Y" Ordinary Shares of £1 each and 100 "Z" Ordinary Shares of £1 each. The Ordinary Shares of £1 each and the "A" Ordinary Shares of £1 each, "B" Ordinary Shares of £1 each, "C" Ordinary Shares of £1 each, "D" Ordinary Shares of £1 each, "E" Ordinary Shares of £1 each, "F" Ordinary Shares of £1 each, "G" Ordinary Shares of £1 each, "H" Ordinary Shares of £1 each, "I" Ordinary Shares of £1 each, "J" Ordinary Shares of £1 each, "K" Ordinary Shares of £1 each, "L" Ordinary Shares of £1 each, "M" Ordinary Shares of £1 each, "N" Ordinary Shares of £1 each, "O" Ordinary Shares of £1 each, "P" Ordinary Shares of £1 each, "Q" Ordinary Shares of £1 each, "R" Ordinary Shares of £1 each, "S" Ordinary Shares of £1 each, "T" Ordinary Shares of £1 each, "U" Ordinary Shares of £1 each, "V" Ordinary Shares of £1 each, "W" Ordinary Shares of £1 each, "X" Ordinary Shares of £1 each, "Y" Ordinary Shares of £1 each and "Z" Ordinary Shares of £1 each shall have the same rights and privileges and shall rank *pari passu* in all respects save that:-

For the purpose of valuation of shares, whether for transfer of shares or on a return of capital or on winding up, the following shall be the value of the different classes of shares:-

"A" Ordinary Shares

The "A" Ordinary Shares shall be non-voting and shall always be valued at par.

"B" Ordinary Shares

The "B" Ordinary Shares shall be non-voting and shall always be valued at par.

"C" Ordinary Shares

The "C" Ordinary Shares shall be non-voting and shall always be valued at par.

"D" Ordinary Shares

The "D" Ordinary Shares shall be non-voting and shall always be valued at par.

"E" Ordinary Shares

The "E" Ordinary Shares shall be non-voting and shall always be valued at par.

"F" Ordinary Shares

The "F" Ordinary Shares shall be non-voting and shall always be valued at par.

"G" Ordinary Shares

The "G" Ordinary Shares shall be non-voting and shall always be valued at par.

"H" Ordinary Shares

The "H" Ordinary Shares shall be non-voting and shall always be valued at par.

"I" Ordinary Shares

The "I" Ordinary Shares shall be non-voting and shall always be valued at par.

"J" Ordinary Shares

The "J" Ordinary Shares shall be non-voting and shall always be valued at par.

"K" Ordinary Shares

The "K" Ordinary Shares shall be non-voting and shall always be valued at par.

"L" Ordinary Shares

The "L" Ordinary Shares shall be non-voting and shall always be valued at par.

"M" Ordinary Shares

The "M" Ordinary Shares shall be non-voting and shall always be valued at par.

"N" Ordinary Shares

The "N" Ordinary Shares shall be non-voting and shall always be valued at par.

"O" Ordinary Shares

The "O" Ordinary Shares shall be non-voting and shall always be valued at par.

"P" Ordinary Shares

The "P" Ordinary Shares shall be non-voting and shall always be valued at par.

"Q" Ordinary Shares

The "Q" Ordinary Shares shall be non-voting and shall always be valued at par.

"R" Ordinary Shares

The "R" Ordinary Shares shall be non-voting and shall always be valued at par.

"S" Ordinary Shares

The "S" Ordinary Shares shall be non-voting and shall always be valued at par.

"T" Ordinary Shares

The "T" Ordinary Shares shall be non-voting and shall always be valued at par.

"U" Ordinary Shares

The "U" Ordinary Shares shall be non-voting and shall always be valued at par.

"V" Ordinary Shares

The "V" Ordinary Shares shall be non-voting and shall always be valued at par.

"W" Ordinary Shares

The "W" Ordinary Shares shall be non-voting and shall always be valued at par.

"X" Ordinary Shares

The "X" Ordinary Shares shall be non-voting and shall always be valued at par.

"Y" Ordinary Shares

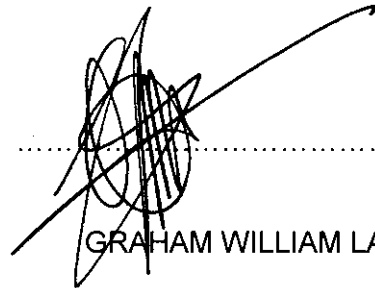
The "Y" Ordinary Shares shall be non-voting and shall always be valued at par.

"Z" Ordinary Shares

The "Z" Ordinary Shares shall be non-voting and shall always be valued at par.

Ordinary Shares

The value of the Ordinary Shares shall be the open market value of the business less the "A" Ordinary Shares, "B" Ordinary Shares, "C" Ordinary Shares, "D" Ordinary Shares, "E" Ordinary Shares, "F" Ordinary Shares, "G" Ordinary Shares, "H" Ordinary Shares, "I" Ordinary Shares, "J" Ordinary Shares, "K" Ordinary Shares, "L" Ordinary Shares, "M" Ordinary Shares, "N" Ordinary Shares, "O" Ordinary Shares, "P" Ordinary Shares, "Q" Ordinary Shares, "R" Ordinary Shares, "S" Ordinary Shares, "T" Ordinary Shares, "U" Ordinary Shares, "V" Ordinary Shares, "W" Ordinary Shares, "X" Ordinary Shares, "Y" Ordinary Shares and "Z" Ordinary Shares at par.



GRAHAM WILLIAM LAMONT

CHAIRMAN