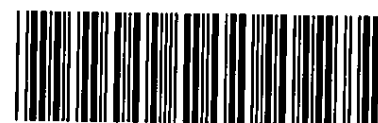


Company Number: 05712720

FITSPACE LIMITED (the "Company")

WRITTEN RESOLUTIONS

THU WEDNESDAY



A12 24/10/2007 85
COMPANIES HOUSE
A12 04/10/2007 355
COMPANIES HOUSE

We, the undersigned, being all of the members of the above named company who, at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, hereby approve the following resolutions of the Company in accordance with article 10 of the Company's articles of association and agree that they shall for all purposes be valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

- 1 **THAT** the authorised share capital of the Company be increased from £16 60 (consisting of 1 deferred share of £1 00, 520,000 ordinary shares of £0 00001 each and 1,040,000 A ordinary shares of £0 00001 each) to £55 00 by the creation of a further 200,000 ordinary shares of £0 00001 each and a further 3,640,000 A ordinary shares of £0 00001 each, each have the rights attributed to that class of share in the Company's articles of association
- 2 **THAT** the directors of the Company (the "Directors") shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985 ("the Act")) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in general meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing of this resolution and as increased by resolution 1, save that the Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority

- 3 **THAT** the directors be empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) as if section 89(1) of the Act does not apply to such allotment and this power shall expire five years from the date hereof except to the extent that the same is renewed or extended at a general meeting, save that the Company may make any offer or agreement before the expiry of this power which would or might require securities to be allotted after it has expired and the directors may allot securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired

Dated this 4th day of September 2007

Members



S Creed

C Gotla

Executors of P L Gotla

J D Hanson

Leisure & Media VCT Plc acting by its investment manager NORTH ATLANTIC VALUE LLP which is acting by its designated members

M Hemsley

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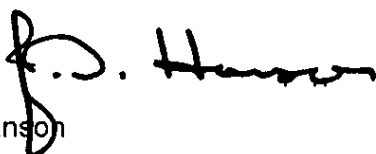
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