

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HADLEY INDUSTRIES HOLDINGS LIMITED

("Company")

In accordance with section 381A of the Companies Act 1985, we **resolve** as follows:

RESOLUTIONS

1. **That** the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of 49,000 new ordinary shares of £1.00 each in the capital of the Company ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company in issue.
2. **That** the memorandum of association of the Company be altered by deleting the existing clause 5 and replacing it with the following new clause 5:

"The Company's share capital is 50,000 divided into 50,000 shares of £1.00 each".

Signed by all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed: Stewart Ronald Towe

Stewart Ronald Towe

Dated: 19/5/06

Signed: G. A. Towe

Gillian Ann Towe

Dated: 19/5/06

