

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

WRITTEN RESOLUTIONS

of

STRATTON INVESTMENT COMPANY TWO LIMITED

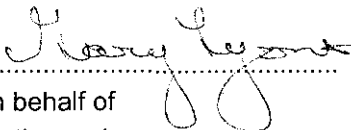
FRIDAY




We, the undersigned, being all of the members of the Company being entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below HEREBY AGREE pursuant to section 381A of the Companies Act 1985 that the following Resolutions numbered 1, 2, 3, 4 and 5 be passed as Written Resolutions of the Company:

1. That the share capital of the Company be reduced from £100 (divided into 100 ordinary shares of £1 each, of which two ordinary shares have been issued and fully paid) to nil and that the two ordinary shares of £1 each in the capital of the Company which have been issued be cancelled.
2. That the Company distributes £1 to CS Confectionery Inc. in its capacity as the legal owner of one, and the beneficial owner of both, of the ordinary shares of £1 in the capital of the Company referred to in Resolution 1 above, such amount representing an amount in pounds sterling equivalent to the reserve arising in the books of account of the Company as a result of the cancellation of the two ordinary shares referred to in Resolution 1 above with Cadbury Schweppes Overseas Limited, as the legal owner of one such ordinary share, having directed the Company to pay the reserve arising on the cancellation of such ordinary share to CS Confectionery Inc..
3. That, immediately subsequent to the reduction of capital referred to in Resolution 1 above, the Company's authorised share capital be increased to \$100 divided into 100 ordinary shares of \$1 each.
4. That, with effect from the increase in the Company's authorised share capital referred to in Resolution 3 above, for the purposes of section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to the nominal amount of unissued share capital at the date of the passing of this Resolution or such other amount as may from time to time be authorised by the Company in general meeting. This authority shall expire five years from the date of the passing of this Resolution but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

5. That the regulations contained in the document produced to the members and for the purpose of identification signed by a Director of the Company be approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of all existing memorandum and articles of association thereof.

Signed:   
for and on behalf of  
CS Confectionery Inc.

Date: 31 October 2006

Signed:   
for and on behalf of  
Cadbury Schweppes Overseas Limited

Date: 31 October 2006