

Company Number: 6032591

WRITTEN RESOLUTIONS of

CROCS UK LIMITED ("the Company")

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA 17/1/07

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following are Resolutions in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as, in the case of Resolutions 1 and 2, Special Resolutions and, in the case of Resolution 3, as an Elective Resolution at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED that the Memorandum of Association of the Company be amended by deleting the existing Sub-Clauses 3(a) and (b) and by substituting in lieu thereof the Sub-Clauses 3(a) and (b) attached hereto.
2. IT IS RESOLVED that the regulations contained in the printed document attached hereto be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.
3. IT IS RESOLVED that the Company elects:
 - 3.1 to dispense with the holding of Annual General Meetings; and
 - 3.2 to dispense with the laying of Accounts and Reports before the Company in General Meeting; and
 - 3.3 to dispense with the obligation to appoint Auditors annually.



all
duly authorised signatory for and on behalf of
Abogado Nominees Limited

Dated: 17/1/07

LONDOCS2563395.01

3.

- (a) to carry on the business of importers, exporters, manufacturers, designers, distributors, repairers, and dealers in all sportswear, footwear, and sporting, athletic, social, leisure, holiday and travel equipment, of every kind and accessories and outfits of every description, to promote, encourage, organise, manage and equip all forms of sports, games, pastimes, hobbies, entertainments, and recreations;
- (b) to carry on any other trade or business whatever, which can in the opinion of the Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company and to carry on business as a general commercial company;