

Company Number 6517802

**THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 2006**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

**BECKHAM VENTURES LIMITED
(the "Company")**

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of Circulation: 10 JULY.....2008

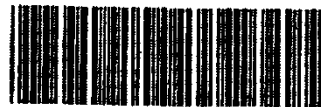
We, the undersigned, being the sole member of the Company who, at the date of this Resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolutions shall, for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held -

SPECIAL RESOLUTIONS

- 12 1 THAT 667 of the authorised but unissued Ordinary Shares of nominal value of £1 00 each in the capital of the Company be re-designated as A Ordinary Shares.
- 2 THAT the 2 issued Ordinary Shares of nominal value of £1 00 each in the capital of the Company be re-designated as B Ordinary Shares
- 3 THAT 331 of the authorised but unissued Ordinary Shares of nominal value of £1 00 each in the capital of the Company be re-designated as B Ordinary Shares
- 4 0X THAT the Company adopt new Articles of Association in the form attached to this Written Resolution
- 5 THAT the provisions of Articles 3 4 and 3 5 of the Company's new Articles of Association shall not apply to the proposed issue of 666 A Ordinary Shares and 331 B Ordinary Shares

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- 6 THAT the Company's Memorandum of Association be updated to reflect the above mentioned re-designation of the Company's share capital

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above Special Resolutions


For and on behalf of
19 Merchandising Limited