KINCH ENTERPRISES LIMITED

COMPANY NUMBER 4161105

SPECIAL RESOLUTION

AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT

21 Culverlands Close, Stanmore, Middlesex HA7 3AG   ON   28th February 2004, IT WAS

RESOLVED AS FOLLOWS:

1. THAT THE AUTHORISED SHARE CAPITAL OF THE COMPANY BE INCREASED BY 100 'A' ORDINARY SHARES OF £1 EACH,
AND
THAT 'A' ORDINARY SHARES HAVE THE FOLLOWING CONDITIONS:
a) THEY BE NON-VOTING SHARES.
b) THAT THEY HAVE SEPARATE DIVIDEND RIGHTS TO THOSE ATTACHING TO SHARES OF ANY OTHER CLASS IN ISSUE (ie THAT THE DECLARATION AND PAYMENT OF DIVIDENDS ON ONE CLASS OF SHARE WILL NOT IMPLY ANY RIGHT TO DIVIDEND PAYMENT ON ANY OTHER CLASS OF SHARE AND VICE VERSA).
c) THAT THEY RANK PARI PASSU IN THE EVENT OF A WINDING UP.

2. THAT THE AUTHORISED SHARE CAPITAL OF THE COMPANY BE INCREASED BY 100 'B' ORDINARY SHARES OF £1 EACH,
AND
THAT 'B' ORDINARY SHARES HAVE THE FOLLOWING CONDITIONS:
a) THEY BE NON-VOTING SHARES.
b) THAT THEY HAVE SEPARATE DIVIDEND RIGHTS TO THOSE ATTACHING TO SHARES OF ANY OTHER CLASS IN ISSUE (ie THAT THE DECLARATION AND PAYMENT OF DIVIDENDS ON ONE CLASS OF SHARE WILL NOT IMPLY ANY RIGHT TO DIVIDEND PAYMENT ON ANY OTHER CLASS OF SHARE AND VICE VERSA).
c) THAT THEY RANK PARI PASSU IN THE EVENT OF A WINDING UP.

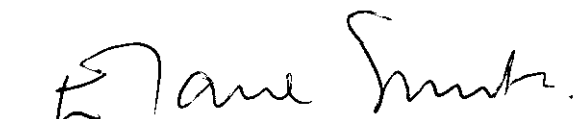**3. THAT THE AUTHORISED SHARE CAPITAL OF THE COMPANY BE INCREASED BY 100 'C' ORDINARY SHARES OF £1 EACH,**
AND
THAT 'C' ORDINARY SHARES HAVE THE FOLLOWING CONDITIONS:
a) THEY BE NON-VOTING SHARES.
b) THAT THEY HAVE SEPARATE DIVIDEND RIGHTS TO THOSE ATTACHING TO SHARES OF ANY OTHER CLASS IN ISSUE (ie THAT THE DECLARATION AND PAYMENT OF DIVIDENDS ON ONE CLASS OF SHARE WILL NOT IMPLY ANY RIGHT TO DIVIDEND PAYMENT ON ANY OTHER CLASS OF SHARE AND VICE VERSA).
c) THAT THEY RANK PARI PASSU IN THE EVENT OF A WINDING UP.

THEREBY, THE AUTHORISED SHARE CAPITAL IS INCREASED FROM 100 ORDINARY SHARES TO 100 "A" ORDINARY SHARES, 100 "B" ORDINARY SHARES AND 100 "C" ORDINARY SHARES.

MRS E SMITH
(Director)