

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHARACTER WORLD LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company as special resolutions as detailed below.

1. **THAT** two unissued Ordinary Shares of £1 00 each be redesignated as 2 "A" Ordinary Shares of £1 00 each,
2. **THAT** pursuant to section 80 of the Companies Act 1985 the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot a further 2 A ordinary shares in the capital of the Company provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution; and
3. **THAT** subject to the passing of resolution 1 above, any rights of pre-emption conferred by the articles of association of the Company or otherwise, do not apply to such allotment provided that such power shall expire on the fifth anniversary of the date of this resolution.

Circulation date: 4 April 2008

Registered office: c/o UHY Hacker Young, St James Building, 79 Oxford Street, Manchester M1 6HT

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Signed: 
THOMAS SCHWEIGER

Dated: 4 April 2008

Signed: 
MARK SCHWEIGER

Dated: 4 April 2008

Signed: 
DANIEL SCHWEIGER

Dated: 4 April 2008

