

WRITTEN RESOLUTION

of

Carpets International (UK) Limited

Passed the 14 day of December 2001

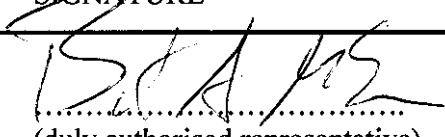
We, the undersigned, being the sole member of the above-named Company hereby pass the following resolution as a special resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended by deleting the existing Article 6 and replacing it with the following:

6. **Transfer of Shares**

- 6.1 Subject to the provisions of Article 6.2 below, the first sentence in regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may".
- 6.2 Where shares have been charged by way of security to any person, such person or any nominee thereof may transfer such shares to itself or to its nominee or to any other person, pursuant to the power of sale under such security without the prior consent of the members and the directors shall promptly register a transfer of such shares and the provisions of regulation 24 of Table A shall be modified accordingly.

NAME	ADDRESS	SIGNATURE
Carpet Holdings Limited	Toftshaw Lane Bradford West Yorkshire BD4 6GW	 (duly authorised representative)

