

COMPANIES ACTS  
WRITTEN RESOLUTIONS  
OF  
HEPPLEWHITE KITCHENS LIMITED  
COMPANY NUMBER: 2557288

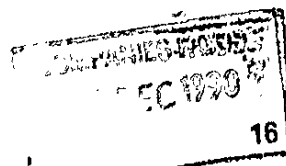
We, the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. THAT subject to the provisions of the Companies Act 1985 the provisions of s.80A Companies Act 1985 shall apply to the Company instead of ss. 80(4) and 80(5) AND THAT pursuant thereto the Directors be authorised to allot for an indefinite period all relevant securities of the Company unissued at the date of the passing of this resolution.
2. THAT subject to the provisions of the Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT subject to the provisions of the Companies Act 1985 the Company shall dispense with the holding of annual general meetings.
4. THAT subject to the provisions of the Companies Act 1985 a majority of 90% be sufficient to validly consent to the holding of extraordinary general meetings or the passing of resolutions upon short notice in place of the 95% majority as otherwise required by ss. 369(4) and 378(3).
5. THAT subject to the provisions of the Companies Act 1985 the Company shall dispense with the obligation to appoint Auditors annually.
6. THAT the Company having satisfied the provisions of Section 250, Companies Act 1985, relating to dormant companies, the Company be exempt from the provisions of Part VII of that Act relating to the audit of accounts.



CERTIFIED COPY

For & on behalf of  
SIMCO DIRECTOR A LIMITED

*[Signature]*  
Director/Secretary



7. THAT new Articles of Association, copies of which were in the hands of all Members, be adopted to the exclusion of all the existing Articles.

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
3 0 NOV 1990		For & on behalf of SIMCO DIRECTOR A LIMITED ..... Director/Secretary	One
3 0 NOV 1990		For & on behalf of SIMCO DIRECTOR B LIMITED ..... Director/Secretary	One
		Total	<u>Two</u>