

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHARACTER WORLD LIMITED

("Company")

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

SPECIAL RESOLUTION

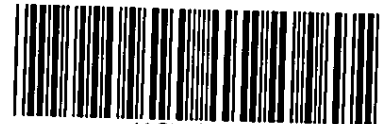
The Company's articles of association be amended by the addition of a new clause 7.6 immediately after clause 7.5.3 and before clause 8, as follows

7.6 *Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (a) to any person by way of security for finance raised directly or indirectly for the purpose of the acquisition of the Company's shares or shares in a holding company or subsidiary of the Company or by way of security for any refinancing of such finance (a "Permitted Transferee") or (b) by a Permitted Transferee to any person who receives any of such shares as a result of any enforcement (whether in whole or in part) of any security referred to above and no such Permitted Transferee (or their successor) shall be required to provide notice to any person prior to the registration of such a transfer of shares*

Circulation date: 4 April 2008

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

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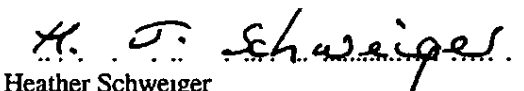
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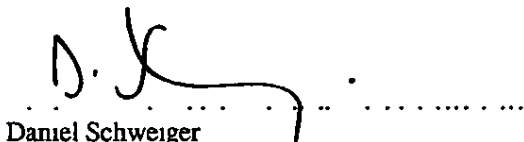
Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution.

Signed:  Dated: 4 April 2008
Thomas Schweiger

Signed:  Dated: 4 April 2008
Heather Schweiger

Signed:  Dated: 4 April 2008
Mark Schweiger

Signed:  Dated: 4 April 2008
Daniel Schweiger