

Company Number: 4160087



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION**

**OF**

**CHARACTER WORLD LIMITED**

(passed on the ~~X<sup>th</sup>~~ day of ~~February~~ 2005)

I, the undersigned, being the sole member of the Company who at the date of this Written Resolution would be entitled to receive notice of, attend and vote at a general meeting of the Company, **HEREBY PASS** the following Ordinary and Special Resolutions by way of a Written Resolution pursuant to Article 53 of Table A of the Company's Articles of Association and confirm that the said Resolutions shall, for all purposes, be as valid and effective as if the same had been passed by me at a general meeting of the Company duly convened and held:-

**WRITTEN RESOLUTION**

**Ordinary Resolutions**

**1. THAT:-**

- 1.1 255,001 of the issued Ordinary Shares of £1.00 each in the capital of the Company held by Thomas Dan Schweiger be redesignated as 255,001 A Ordinary Shares of £1.00 each (such A Ordinary Shares having the rights set out in the Articles of Association of the Company amended pursuant to Resolutions 2 to 12 below ("the New Articles"));
- 1.2 255,000 of the issued Ordinary Shares of £1.00 each in the capital of the Company held by Thomas Dan Schweiger be redesignated as 255,000 B Ordinary Shares of £1.00 each (such B Ordinary Shares having the rights set out in the New Articles);
- 1.3 255,000 of the issued Ordinary Shares of £1.00 each in the capital of the Company held by Thomas Dan Schweiger be redesignated as 255,000 C Ordinary Shares of £1.00 each (such C Ordinary Shares having the rights set

out in the new Articles)

**Special Resolutions**

2. **THAT** the Articles of Association of the Company be amended by replacing the words "Ever 1519" with the words "Character World" in the name of the Company in the heading of the Articles of Association.
3. **THAT** the following new definitions be inserted in alphabetical order into Article 2 ("Interpretation") of the Articles of Association:

"A Ordinary Shares"	A ordinary shares of £1.00 each in the capital of the Company;
"A Ordinary Shareholder"	means a holder of A Ordinary Shares;
"B Ordinary Shares"	B ordinary shares of £1.00 each in the capital of the Company;
"B Ordinary Shareholder"	means a holder of B Ordinary Shares;
"C Ordinary Shares"	C ordinary shares of £1.00 each in the capital of the Company;
"C Ordinary Shareholder"	means a holder of C Ordinary Shares;
"Disposal"	the sale or transfer of the whole or a substantial part of the undertaking or assets of the Company and/or its subsidiaries or assets which represent a substantial percentage of the net asset value of the Company and/or its subsidiaries (in one transaction or a series of related transactions);
"Ordinary Shares"	the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares;
"Ordinary Shareholder"	means a holder of Ordinary Shares;
"profits available for distribution"	means profits so available for the purposes of the Act;
"Sale"	the completion of any transaction or series of transactions whereby any person or connected persons or group of persons acting in concert purchases or otherwise acquires or obtains all or not less than 90% in nominal value of Ordinary Shares;

4. **THAT** Article 3.1 of the Articles of Association be deleted and replaced with the following new Article 3.1:-

"3.1 The issued share capital of the Company at the time of adoption of these

Articles is £765,001 divided into 255,001 A Ordinary Shares, 255,000 B Ordinary Shares and 255,000 C Ordinary Shares.”

5. **THAT** the following new Article be inserted into the Articles of Association as new Article 3.4:-

“3.4 The shares of each class of shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions hereinafter appearing. The A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall, except where otherwise provided herein, confer upon the holders thereof the same rights.”

6. **THAT** the following new Article be inserted at Article 4 of the Articles of Association and that the remaining Articles be renumbered accordingly:-

“4 **CLASS RIGHTS**

The following rights shall attach to the Ordinary Shares:-

**Return of Capital**

- 4.1 On a return of capital of the Company on a liquidation or otherwise, the surplus assets and retained profits of the Company available for distribution among the members shall be applied as follows:
- 4.1.1 as to the first £2,500,000 of the assets available for distribution to the A Ordinary Shareholders, pro rata to their holdings of A Ordinary Shares;
- 4.1.2 as to the assets available for distribution in excess of £2,500,000 but less than £7,500,000, equally between the B Ordinary Shareholders and the C Ordinary Shareholders, pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares;
- 4.1.3 as to the assets available for distribution in excess of £7,500,000, equally between the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares.”

**Sale**

- 4.2 On a Sale, the consideration attaching to the Ordinary Shares shall be as follows:-
- 4.2.1 the first £2,500,000 of the consideration shall attach to the A Ordinary Shares;
- 4.2.2 the consideration in excess of £2,500,000 but less than £7,500,000 shall attach equally to the B Ordinary Shares and the C Ordinary Shares; and
- 4.2.3 the consideration in excess of £7,500,000 shall attach equally to the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares.

**Disposal**

- 4.3 On a Disposal, the A Ordinary Shareholder shall have the option to require

that the Company shall be wound up by way of a members voluntary winding-up and the provisions of Article 4.1 shall apply.

**Income**

- 4.4 The provisions of Articles 4.5 - 4.7 shall apply in relation to income accruing to the Ordinary Shareholders as follows.
- 4.5 The Company shall, before application of any profits to reserve or for any other purpose allocate equal percentages of the annual profits available for distribution of the Company to each of the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares. Such allocations shall be placed in separate dividend reserve accounts in respect of the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders to be termed the A Ordinary Share Account, the B Ordinary Share Account, and the C Ordinary Share Account respectively.
- 4.6 The above allocation shall apply in respect of any dividends to be distributed after the date of adoption of these Articles and in respect of any reserves held prior to that date.
- 4.7 Any interim dividend to be declared on the Ordinary Shares by the Directors may be declared on any one or more classes of those shares in such proportions as the Directors shall in their absolute discretion determine and in the case of the final dividend the Directors may recommend to the Shareholders that the dividend payable on the Ordinary Shares shall be paid on any one or more classes of those shares in such proportions as the Directors shall in their absolute discretion determine provided that any dividend declared or paid on the A Ordinary Shares shall be paid from the A Ordinary Share Account, any dividend to be paid on the B Ordinary Shares shall be paid from the B Ordinary Share Account and any dividend to be paid on the C Ordinary Shares shall be paid from the C Ordinary Share Account.”
7. **THAT** the following new Articles are inserted into the Articles of Association as new Articles 6.4 and 6.5:-
- 6.4 In the event of an issue of Ordinary Shares, shares issued to a member by reference to his holding of A Ordinary Shares, B Ordinary Shares or C Ordinary Shares (or options in respect of such shares) shall on issue be designated a share of such class and Ordinary Shares issued other than to a member shall be designated A Ordinary Shares, B Ordinary Shares or C Ordinary Shares as the Directors shall determine.”
- 6.5 No shares in the Company may be allotted or issued to any person:-
- 6.5.1 in the case of A Ordinary Shares without the prior written consent of the holders of at least seventy-five (75) per cent of the A Ordinary Shares.;
- 6.5.2 in the case of B Ordinary Shares without the prior written consent of the holders of at least seventy-five (75) per cent of the B Ordinary Shares;
- 6.5.3 in the case of C Ordinary Shares without the prior written consent of the holders of at least seventy-five (75) per cent of the C Ordinary Shares;

8. **THAT** the following new Article be inserted as a new Article 10.7:-

“10.7 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.”

9. **THAT** Article 11.2 of the Articles of Association be amended by the deletion of the word “ordinary” and its replacement with the word “special”.

10. **THAT** Article 13.2 of the Articles of Association be deleted and replaced with the following new Article 13.2:-

“The A Ordinary Shareholder shall have power at any time, and from to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 11.2 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the A Ordinary Shareholder and shall take effect upon lodgment of such notice at the office.”

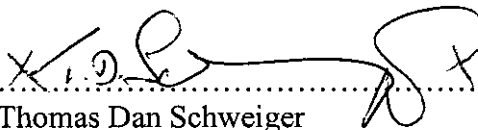
11. **THAT** Article 13.3 of the Articles of Association be amended by the deletion of the word “ordinary” and its replacement with the word “special”.

12. **THAT** the following new Articles be inserted as Articles 16.7-16.9:-

16.7 “Meetings of the Board shall be held at least at monthly intervals and a minimum of seven days’ notice of meetings of the Board accompanied by a detailed agenda of the business to be transacted shall be given to all the directors. Questions arising at any meeting shall be decided by a majority of votes. The Chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Board.

16.8 The A Ordinary Shareholder must be given written notice of any resolutions passed at any meeting of the Board within seven days of the date on which such meeting was held.

16.9 The A Ordinary Shareholder shall have seven days following receipt of the notice referred to at Article 16.8 above to notify the Company that the resolutions passed are not approved and if such notice is received the Ordinary Shareholders shall procure that no steps are taken to put such resolutions into effect and such resolutions shall be void and of no effect.”

  
Thomas Dan Schweiger