Company Number: 2893177

THE COMPANIES ACT 1985 (the "**Act**")

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS OF

BUFFER BEAR LIMITED (the Company)

We, being **all** the members of Buffer Bear Limited entitled to sign this Resolution, after reading and considering the draft contract attached to this Resolution (the **Contract**), resolve pursuant to section 381A of the Act that the following Resolution shall be passed as special resolutions of the Company, as if passed at a general meeting of the Company duly convened and held.

Special Resolution

That the Contract attached to this Resolution, under which the Company may be entitled and obliged to purchase from the Shareholders (as defined therein) 4900 of its own B Ordinary shares of £1 each, be and is approved, and any director of the Company be and is authorised to enter into the Contract on behalf of the Company and to fulfil all obligations of the Company under the Contract.

Signed:.....Kay Turner

Name: **Kay Turner**

Date: 18 September 2003

Signed: **DISENFRANCHISED**

Name: **Bernard Williams**

Date: -

Signed: **DISENFRANCHISED**

Name: **Peter Turner**

Date:-

Signed: **DISENFRANCHISED**

Name: **Martin Ranwell**

Date:-

AW7J7QPQ
A36 0461
COMPANIES HOUSE 27/09/03