

REDUCTION OF SHARE CAPITAL - MEMORANDUM OF CAPITAL

Mayer Cohen Industries Limited ('the Company')

Company Number: 00322715

Pursuant to a special resolution passed as a written resolution on 21st February 2010 the Company authorised a reduction of its share capital as outlined in Sections 641 to 644 of the Companies Act 2006. Following the passing of the resolution the authorised and issued share capital of the Company is as follows:

- Authorised Share Capital £1,000,000
- Amount of issued shares 2 ordinary shares of £1 each
- Amount to be credited as paid up on each share as at date of registration nil

Signed



Philip John Roberts

For and on behalf of Mayer Cohen Industries Limited

21/2/2010

TUESDAY



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09/03/2010

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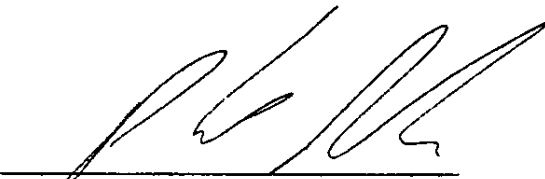
COMPANIES HOUSE

REDUCTION OF SHARE CAPITAL – DIRECTOR'S STATEMENT

Mayer Cohen Industries Limited ('the Company')

Company Number: 00322715

I, Philip John Roberts, the sole director of the Company hereby confirm that the statement of solvency was made available to the sole member of the Company as required by Section 642 Companies Act 2006 and that the statement of solvency was dated not more than 15 days prior to the passing of the written resolution approving the reduction of the Company's share capital

Signed 
Philip John Roberts
Director

Date 21/2/2010

The Companies Acts 1985 and 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
MAYER COHEN INDUSTRIES LIMITED ('the Company')
COMPANY NUMBER: 00322715

Pursuant to section 288 of the Companies Act 2006 I the undersigned being the sole member of the Company who at the time of this resolution is entitled to attend and vote at a general meeting of the Company hereby pass the following resolution designated as a special resolution and agree that the said resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held

RESOLUTION:

IT WAS RESOLVED THAT the capital of the company be reduced from £735,510 divided into 735,510 ordinary shares of £1 each to £2 divided into 2 shares of £1 each pursuant to sections 641 to 644 of the Companies Act 2006. The reduction of share capital is supported by a Solvency Statement made by the director on 19th February 2010 and is attached hereto. The liability on the reduction of 735,508 ordinary shares not yet paid up is to be extinguished

Signed: _____

Thomas Graham Roberts
For and on behalf of MCI Logistics Limited

Date 21st February 2010

REDUCTION OF SHARE CAPITAL - SOLVENCY STATEMENT

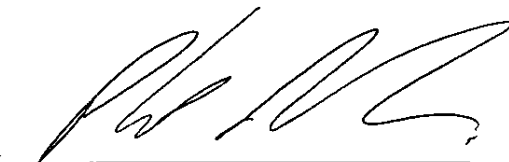
Mayer Cohen Industries Limited

Company Number: 00322715

I, Philip John Roberts, the sole director of the above company today makes this statement of solvency for the purposes of Section 642 of the Companies Act 2006, that

- The company is proposing to reduce its issued share capital pursuant to Sections 641 to 644 of the Companies Act 2006 to 2 ordinary shares of £1 each
- I have formed the opinion as regards the company's initial situation immediately following the date on which the reduction of share capital will take place, that there will be no ground on which it could then be found to be unable to pay its debts including those contingent and prospective liabilities as relevant under Section 122 of the Insolvency Act 1986, and
- I have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date.

Signed



Philip John Roberts
Director

Date 19 February 2010