

389061

**Zoe Holdings Limited (in liquidation)****(the Company)****WRITTEN MEMBER'S RESOLUTION**

In accordance with regulation 53 of Table A as defined and incorporated in the Articles of Association of the Company, **WE**, being all the members of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, **AGREE** that the following resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held, of which Resolutions 1, 4 and 5 will be passed as a special resolution and Resolutions 2, 3 and 6 will be passed as ordinary resolutions and accordingly **WE RESOLVE**

- 1 **THAT** the Company be wound up voluntarily
- 2 **THAT** Christopher John Hughes and be is hereby appointed liquidator for the purpose of winding up the Company's affairs and distributing its assets (the *Liquidators*)
- 3 **THAT** the remuneration of the Liquidator be fixed by reference to the time properly given by the Liquidator and his staff in attending to matters arising in the winding up
- 4 **THAT** the Liquidator be and is hereby authorised to distribute to the members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the members
- 5 **THAT** the Liquidator be and is hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act
- 6 **THAT** the Company's books and records be held by and to the order of the Liquidator until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of



on behalf of – **IDF Group Limited (in liquidation)**

Date **24/4/08**

FRIDAY



\*A7WIPZYH\*

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23/05/2008

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COMPANIES HOUSE