

Registered No: 404002

Registered in England & Wales

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF  
Vita-tex (Barnstaple) Ltd  
SIGNED AT: Times Place, 45 Pall Mall, London SW1Y 5JG  
ON: 30 September 2008**



**Decision to pass resolutions in writing**

**IT WAS NOTED THAT** on 22 September 2008 the directors of Vita-tex (Barnstaple) Ltd issued a notice to the sole member requesting that they consider and, if thought fit, pass the undernoted resolutions

**IT WAS FURTHER NOTED THAT** the sole member's corporate representative had been given authority to sign such resolutions. It was accordingly **RESOLVED THAT** the following business be conducted in writing

**Consideration of winding up**

- 1 **IT WAS NOTED THAT** the effects of proposing the winding up of the Company were that
  - (a) The directors' powers would cease once Joint Liquidators had been appointed, unless the Company in general meeting, or the Joint Liquidators, sanctioned their continuance
  - (b) The Joint Liquidators would have no power to continue the Company's business, except for the purposes of the winding up
- 2 **IT WAS NOTED THAT** the directors had already made a statutory Declaration of Solvency, and were aware of the penalties for making such a declaration without having reasonable grounds for their opinion that the Company would be able to pay its debts within the period specified in the declaration
- 3 **IT WAS FURTHER NOTED** that the sole member had been provided with written statements confirming that Tim Walsh and Richard Setchim are qualified to act as Insolvency Practitioners and consent to act as Joint Liquidators

**Winding up of the Company**

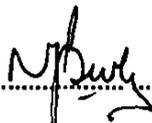
- 4 **IT WAS RESOLVED THAT** the following resolutions be passed as resolutions in writing, No's 1 and 2 as special resolutions and No's 3, 4, 5 and 6 as ordinary resolutions

**Special resolutions**

- 1 **THAT** the Company be wound up voluntarily'
- 2 **THAT**, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to
  - (a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company
  - (b) Value any assets and determine how the distribution shall be carried out to the sole member
  - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability'

**Ordinary resolutions**

- 3 **THAT** Tim Walsh and Richard Setchim of PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham B3 2DT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office '
- 4 **THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine '
- 5 **THAT** the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed until ten years after the dissolution of the Company'
- 6 **THAT** the Certificate of Appointment of the Joint Liquidators together with both the certificate and advertising copies of the resolutions passed herein, be signed by Nicholas Burley "for and on behalf of the sole member" '

Signed .....  .....  
Nicholas Burley  
For and on behalf of British Vita Unlimited

..... 30/09/08 .....  
Date