
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GOLD GROUP INTERNATIONAL LIMITED (the "Company")

On 18 December 2007 the following resolutions were duly passed as written resolutions of the Company having effect, in the case of resolutions 1, 2 and 3, as ordinary resolutions ("**Ordinary Resolutions**") and in the case of resolution 4 as a special resolution ("**Special Resolution**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the resolutions, were entitled to vote on the resolutions -

ORDINARY RESOLUTIONS

- 1 **THAT** the purchase by the Company of 10 ordinary shares in Shed Group Limited for the sum of £ 50,000 from Ralph Gold and David Gold being directors of the Company be approved pursuant to section 190 of the Companies Act 2006
- 2 **THAT** the authorised share capital of the company be increased from £100,000 divided into 100,000 ordinary shares of £1 each to £100,032 by the creation of 32 new ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 00 each in the capital of the company
- 3 **THAT**, subject to the passing of resolution 2 above, the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of £32 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on five years from the date of this resolution, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities

SPECIAL RESOLUTION

- 4 **THAT** the Articles of Association of the Company be and are hereby amended with immediate effect by adding the following as a new Article 12

"12 DIVIDENDS

Notwithstanding any provision of Table A, dividends may be declared and paid (whether on an interim or final basis) to the beneficial owner(s) from time to time of the shares of the Company (as evidenced by share transfers (whether stamped or not) produced to the directors of the Company) "

Signed



Director/Secretary

WEDNESDAY

LD2
COMPANIES HOUSE