

Company No: 1152708

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SUNSITES LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

RESOLUTION

As a special resolution


THAT, the share capital of the Company be and the same is hereby reduced from £1,002,000 divided into 1,002,000 ordinary shares of £1 00 each to £1 divided into 1 ordinary shares of £1 and that such reduction be and the same is hereby effected by cancelling and extinguishing 1,001,999 of the existing issued ordinary shares of £1 each registered in the name of Explore Limited.

Dated: 23 March 2011

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, being the sole member entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of Shareholder	Signature	Date of Signature
Explore Limited	Authorised Signatory  For and on behalf of Explore Limited	23 March 2011

Attachments: Copy solvency statement dated 23 March 2011

Copy: Auditors



NOTES

1. Shareholders who wish to agree to such resolution should signify their agreement by signing and returning this document to the Company's registered office marked for the attention of the company secretary.

If you do not agree to the resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Under the Companies Act 2006 if sufficient agreement is not received within 28 days of sending out a written resolution ie by 19 April 2011 then this resolution will lapse and shareholders will not be able to indicate agreement after that date. However in relation to a reduction of capital as contemplated by this written resolution the Companies Act 2006 requires the resolution to be passed within 15 days of your directors making the attached solvency statement. The solvency statement was made on 23 March 2011 and therefore **to be effective the resolution must be passed by 7 April 2011**. If you agree to the resolution, please ensure your agreement reaches us before the earlier date.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**Solvency statement under section 643 of the Companies Act 2006 ("2006 Act")
made for the purposes of section 642 of the 2006 Act**

Company number: 1152708
Company name : Sunsites Limited

Proposal for reduction of share capital

Sunsites Limited ("the Company") is proposing to reduce its share capital by cancelling and extinguishing 1,001,999 ordinary shares of £1 00 each. As a result of that reduction the Company's share capital will be 1 ordinary share of £1.00.

Director's statement

We, the directors named below being all the directors of the Company have formed the opinion for the purposes of section 642 of the Companies Act 2006 that:

- (a) as regards the Company's situation at the date of this statement there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- (b) It is intended to commence the winding up of the Company within twelve months of the date of this statement and the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up. Should the winding up not be commenced within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming the above opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

This statement is made on 23 March 2011.


Signed
N. Bright


Signed
T. MAY

Dated: 23 March 2011

Dated: 23 March 2011