THE COMPANIES ACTS 1985 TO 2006

SPECIAL RESOLUTION (Pursuant to Section 641(1)a of the Companies Act 2006)

OF

GENESIS VENTURES LIMITED

At an Extraordinary General Meeting of the above named company, duly convened and held on 23rd December 2011 the following **SPECIAL RESOLUTION** was duly passed -

REDUCTION OF ISSUED SHARE CAPITAL:

That, the majority of issued share capital of the Company consisting of 300,000 shares of £1 00 each held equally 150,000 shares of £1 00 each in the names of **CULMEAD LIMITED** and **RUSHMEAD LIMITED** both at Trident Chambers, Road Town, Tortola, PO Box 146, British Virgin Islands is reduced by 299,999 shares of £1 00 each, with the result that the total issued share capital after such a reduction is £1 00 which is 1 ordinary share of £1 00 and all of which is in issue as follows -

Shareholder

No of Shares

CULMEAD LIMITED

1

ASHDOWN SECRETARIES LIMITED

SECRETARY

Dated this 23rd day of December 2011

LOZXSTOP*

LD2 06/01/2012 COMPANIES HOUSE

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