

CENTRAL ELECTRONIC TRADING AGENCY LIMITED

Company No:
02827690

Passed:
15 March 2002



The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at 81 - 83 HIGH STREET NORTH, DUNSTABLE, LU6 1JJ, BEDFORDSHIRE on Friday 15 March 2002 at 10.00 AM the following first and second Resolutions were duly passed as Ordinary Resolutions and the following third Resolution was duly passed as a Special Resolution.

Resolutions

1. *"That the capital of the Company be increased from £10,000 to £25,000 by the creation of 5,000 Ordinary-A shares of £1.00 each, 5,000 Ordinary-B shares of £1.00 each and 5,000 Ordinary-C shares of £1.00 each. The Ordinary-A shares, Ordinary-B shares and Ordinary-C shares have the rights and restrictions as set out in the amended Articles of Association of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*
3. *"That the Articles of Association of the Company be amended by inserting therein the attached new Article 3 as Article 3 which, for the purpose of identification, has been initialled by the Chairman."*

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Chairman

15 March 2002

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Date

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Revised Article 3 - Adopted by Special Resolution dated 15 March 2002

SHARE CAPITAL

3. The share Capital of the Company is £25,000 divided into 10,000 Ordinary Shares of £1 each, 5,000 Ordinary "A" Shares of £1 each, 5,000 Ordinary "B" Shares of £1 each and 5,000 Ordinary "C" Shares of £1 each.

The rights and privileges attaching to the respective classes of share shall be as follows:-

As Regards Voting:

The holders of the Ordinary Shares shall have full voting rights. The Ordinary "A" Shares, the Ordinary "B" Shares and the Ordinary "C" Shares shall be Non-Voting shares.

As Regards Income:

Each class of share shall rank parri passu with the other classes with regard to dividend except that the directors may at any time resolve to declare a dividend to one or more classes of share to the exclusion of all or any of the other classes.

As Regards Capital:

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of it's liabilities shall be applied:-

- (i) first in paying the holders of the Ordinary "A" Shares, the Ordinary "B" Shares and the Ordinary "C" Shares a maximum sum of £1.00 per share;
- (ii) next and subject to (i) above, the balance of such assets shall belong and be distributed to the holders of the Ordinary Shares.

The rights of the Ordinary "A" Shares, the Ordinary "B" Shares and the Ordinary "C" Shares shall be equal.

The Shares shall rank parri passu with each other in all other respects.


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Director