

Managing Agents Reference Assistance Services Limited (the "Company")

Written Resolution of the Members of the Company

Pursuant to section 381A of the Companies Act 1985, we the undersigned, being all of the members of the Company entitled to receive notice of, attend and vote at general meetings of the Company **HEREBY PASS** the following Resolutions as Written Resolutions and agree that the said Resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

- 1 **THAT** the creation of 100 Ordinary A Shares of £1 each and allotment on 24 May 2000 of 100 Ordinary A Shares to Patricia Downey be and is hereby ratified and approved
- 2 **THAT** the creation of 200 Ordinary B Shares of £1 each and the allotment on 1 April 2003 of 100 Ordinary B Shares to each of Anthea Sandley and Graham Sandley be and is hereby ratified and approved
- 3 **THAT** the existing articles of association of the Company be and are hereby amended, so as to incorporate the special rights and restrictions attaching to the Ordinary A Shares and Ordinary B Shares by the insertion of the following as a new articles 3(a), 3(b) and 3(c), with the remaining articles to be renumbered accordingly

"3(a) The authorised share capital of the Company is £50,000 divided into 49,700 Ordinary Shares of £1 each (Shares), 100 Ordinary A Shares of £1 each and 200 Ordinary B Shares of £1 each

3(b) **Ordinary A Shares**

The Ordinary A Shares shall have attached to them the following rights and restrictions

(i) as regards income

the Ordinary A Shares shall entitle the holders thereof to receive such dividend or other distribution as may be determined by the directors of the Company,

(ii) as regards voting

the Ordinary A Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company,

(iii) as regards capital

on a return of capital on a winding up the holders of the Ordinary A Shares shall only be entitled to receive the amount paid up on such shares after the holders of the Ordinary Shares have received the sum of £1,000 for



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each Ordinary Share held by them and shall have no other right to participate in the assets of the Company,

(iv) as regards transfer

the Company is authorised at any time

(a) to appoint a person to execute on behalf of the holders of the Ordinary A Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto,

(b) pending any such transfer not to issue certificates for the Ordinary A Shares,

(v) as regards variation of rights

neither

(a) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Ordinary A Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account or the making effective of such order, nor

(b) the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase,

shall constitute a variation or abrogation of the rights attaching to the Ordinary A Shares, and

(vi) as regards further issues

the rights conferred by the Ordinary A Shares shall not be varied or abrogated by the created or issue of further shares ranking *pari passu* with or in priority to the Ordinary A Shares

3(c) Ordinary B Shares

The Ordinary B Shares shall have attached to them the following rights and restrictions

(i) as regards income

the Ordinary B Shares shall entitle the holders thereof to receive such dividend or other distribution as may be determined by the directors of the Company,

- (ii) as regards voting

the Ordinary B Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company,

- (iii) as regards capital

on a return of capital on a winding up the holders of the Ordinary B Shares shall only be entitled to receive the amount paid up on such shares after the holders of the Ordinary Shares have received the sum of £1,000 for each Ordinary Share held by them and shall have no other right to participate in the assets of the Company,

- (iv) as regards transfer

the Company is authorised at any time

(a) to appoint a person to execute on behalf of the holders of the Ordinary B Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto,

(b) pending any such transfer not to issue certificates for the Ordinary B Shares,

- (v) as regards variation of rights

neither

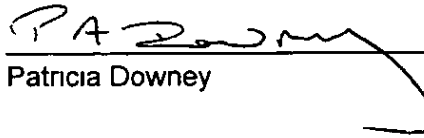
(a) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Ordinary B Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account or the making effective of such order, nor

(b) the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase,

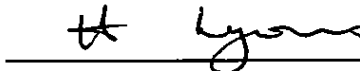
shall constitute a variation or abrogation of the rights attaching to the Ordinary B Shares, and

- (vi) as regards further issues

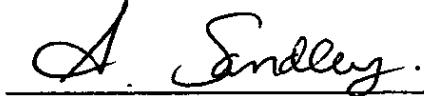
the rights conferred by the Ordinary B Shares shall not be varied or abrogated by the created or issue of further shares ranking *pari passu* with or in priority to the Ordinary B Shares "


Patricia Downey

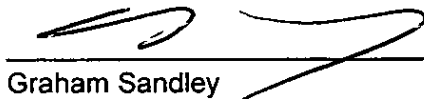
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Helen Lyons

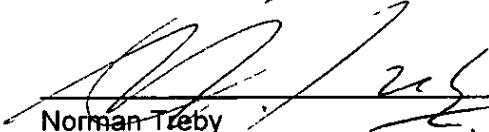
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Anthea Sandley

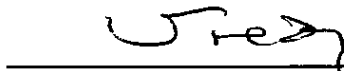
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Graham Sandley

Dated 26/7/07


Norman Treby

Dated 26/7/07


Valerie Treby

Dated 26/7/07