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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION

of
SOMERBY BUSINESS SOLUTIONS LIMITED

(passed on the 14 day of January 2004)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the registered office of the company on 14 January 2004 the following Resolution were duly passed as Special Resolutions of the Company:-

RESOLUTION

1 Alteration of Articles of Association

That the following be inserted into the Articles of Association as Article 5 replacing the existing Article 5;

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- (a) The authorised share capital of the Company is £5,000 divided into 2,500 Ordinary 'A' Shares of £1 each, 1,250 Ordinary 'B' Shares of £1 each and 1,250 Ordinary 'C' Shares of £1 each.
- (b) The A Ordinary, B Ordinary and C Ordinary Shares shall rank pari passu in all respects, subject to the rights and restrictions contained in these Articles of Association.
- (c) The profits of the Company which are resolved to be divided amongst the Members in any year, shall be applied in paying to the holders of the respective classes of shares, dividends at such respective rates (if any) as the Company in a General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares. The Directors may pay an interim dividend or dividends on one or several classes of shares to the exclusion of any class or classes and may pay interim dividends at different rates on the respective classes of shares.

2 Re-designation of shares

- (a) That the 2,500 Ordinary Shares of £1 each, registered in the name of Jonathan David George Appleton be and are hereby designated as A Ordinary Shares of £1 each.
- (b) That the 1,250 Ordinary Shares of £1 each, registered in the name of Martin Philip Jinks be and are hereby designated as B Ordinary Shares of £1 each.
- (c) That the 1,250 Ordinary Shares of £1 each, registered in the name of Andrew Richard West be and are hereby designated as C Ordinary Shares of £1 each.

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Chairman

