


Company Number: 3421010

Global Research & Consulting Limited

Written Resolution of the
members of the Company

Pursuant to the authority given by the company's articles of association, we, the undersigned, being all the members for the time being of the Company entitled to receive notice of a meeting of members, hereby resolve:

1. **Assignment of a name to the Issued Share Capital:** That the issued share capital of the Company be renamed as 500 "A" Ordinary Shares of £1.00 each and 500 "B" shares of £1.00 each.
2. **Increase in Authorised Share Capital:** That the authorised share capital of the Company be increased to £100,000 by the creation of 98,800 additional "C" Ordinary Shares of £1.00 each, and 200 "D" Ordinary non-voting shares of £1.00 each.
3. **Subdivision of Authorised Share Capital:**
 1. That the 98,800 "C" Ordinary shares of £1.00 each in the capital of the company be sub-divided into 98,800,000 ordinary shares of £0.001.
 2. That the 200 "D" Ordinary non-voting shares of £1.00 each in the capital of the company be sub-divided into 200,000 ordinary non-voting shares of £0.001.
4. **Subdivision of Issued Share Capital:**
 1. That the 500 issued "A" Ordinary shares of £1.00 each in the capital of the company be sub-divided into 500,000 "A" Ordinary shares of £0.001.
 2. That the 500 issued "B" Ordinary shares of £1.00 each in the capital of the company be sub-divided into 500,000 "B" Ordinary shares of £0.001.
5. **Adoption of Articles of Association:** That the draft Articles of Association as attached are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Regulations thereof.


Justyn Trenner
Peter Kane
Rebecca Trenner

Dated this 16th day of August 2001

A02
COMPANIES HOUSE
COMPANIES HOUSE0809
26/09/01
15/09/01

The Companies Acts 1985 and 1989
Company Limited By Shares

**MEMORANDUM
AND ARTICLES OF
ASSOCIATION**

of

**GLOBAL RESEARCH
AND CONSULTING LIMITED**

Company Number: 18th August 1997

Incorporated on: 3421010

Hughes Waddell

Chartered Accountants
The White House
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Godalming
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