

Company no. 03531958

PRIVATE COMPANY LIMITED BY SHARES

COPY OF WRITTEN RESOLUTIONS

of

XAYCE LIMITED
("Company")

PASSED ON *12 MAY* 2011

SATURDAY



A47 14/05/2011 135
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on *12 MAY* 2011 as special resolutions:

SPECIAL RESOLUTIONS

That:

- 1 the share premium account standing in the books of the Company at the date of this resolution be cancelled,
- 2 the share capital of the Company be reduced from £108,108 (comprising 108,108 ordinary shares of £1 each) to £1 08108 divided into 108,108 ordinary shares of £0 00001 each,
- 3 the articles of association of the Company be amended by the deletion of article 3 and its replacement with the following
 - (a) *"The share capital of the Company is £1 08108 divided into 108,108 shares of £0 00001 each", and*
- 4 the memorandum of association of the Company be amended by the deletion of clause 4 and its replacement with the following
 - (a) *"The Company's share capital is £1 08108 divided into 108,108 ordinary shares of £0 00001 each"*

Director