

RESOLUTIONS

Pursuant to Part 13 of the Companies Act 2006 and Section 84(1)(b) of the Insolvency Act 1986

G & A SERVICES LIMITED

Company Number: 03701296 (Registered in England & Wales)

Passed 17 April 2009

At a General Meeting of the members of the above-named Company duly convened and held at Brunswick Square Union Street Oldham OL1 1DE on 17 April 2009 the following resolutions were duly passed:

1. AS A SPECIAL RESOLUTION: that the Company be wound up voluntarily;
2. AS AN ORDINARY RESOLUTION: that Gary Lee of Begbies Traynor (Central) LLP of 340 Deansgate Manchester M3 4LY be and are hereby appointed as liquidator for the purposes of such winding up and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each of them alone;
3. AS A SPECIAL RESOLUTION: that the liquidator be authorised under the provisions of section 165 of the Insolvency Act 1986 to exercise the powers laid down in paragraphs 2 and 3 of Schedule 4 to the Insolvency Act 1986 namely, to make compromises with those who may have claims against the Company and those against whom the Company may have claims;
4. AS A SPECIAL RESOLUTION: that the articles of association of the Company be and are hereby altered in accordance with section 9 of the Companies Act 1985 to include the provisions of Regulation 117 of Table A of the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007];
5. AS A SPECIAL RESOLUTION: that the liquidator be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company.
6. AS AN EXTRAORDINARY RESOLUTION: that the liquidator be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company.
7. AS AN ORDINARY RESOLUTION: that the liquidator be entitled to receive remuneration for their services as such by reference to the time properly given by them and their staff in attending to matters arising in the winding up subject to the liquidator agreeing that their remuneration shall not exceed the sum of £2,000 in circumstances where the value of the time given by them and their staff in attending to matters arising in the winding up exceeds this sum.

X Signature (1) A. Hewson XAM

Description

NOTES:

- (1) This form should be signed by the Chairman of the meeting at which the resolutions were passed, or by a Director or the Secretary of the Company.

This copy of the resolutions must be filed with the Registrar of Companies within 15 days after they were passed.

Presented by:

Presenter's Reference:

TUESDAY



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