

No : 4513692

THE COMPANIES ACTS 1985 to 1989

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A PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS  
OF  
PARENTPAY LIMITED

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Passed 30th January, 2006

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AT AN EXTRAORDINARY GENERAL MEETING of the Company DULY CONVENED AND HELD on 30th January, 2006, at 10, Pendeford Place, Sidestrand, Pendeford Business Park, Wolverhampton, West Midlands WV9 5HD at 12.00pm the following Resolutions Numbers One and Three were DULY PASSED as ORDINARY RESOLUTIONS and Resolution Number Two was DULY PASSED as a SPECIAL RESOLUTION : -

1. ORDINARY RESOLUTION

Increase of Authorised Share Capital

THAT the authorised share capital of the Company be increased from £35,000 £100,000 by way of the creation of a further 65,000 Ordinary shares of £1 each to rank parri passu with the existing Ordinary £1 shares in the capital of the Company.

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2. SPECIAL RESOLUTION

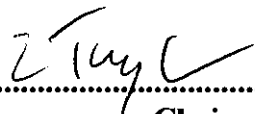
Suspension of Applicable Pre-Emption Rights on Allotment of Shares

THAT Article 3. (c) of the registered Articles of Association of the Company shall not apply to any allotment of shares effected on 30th January, 2006 only, but only so that such pre-emption rights shall thereafter continue to apply at all such other times in accordance with the registered articles of association unless suspended by an equivalent such future special resolution and that any and all such rights in all associated and and relevant agreements between shareholders shall be suspended for these such dates only but shall continue to apply at all such other times where such shareholder remains as a registered member of the Company.

3. ORDINARY RESOLUTION

Renewal of Directors Authority to Allot

THAT the directors be and are hereby generally and unconditionally authorised pursuant to S. 80 of the Companies Act, 1985, to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the authorised but unissued share capital as at the date of passing this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied.

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Chairman