

**FIS CO INT. LIMITED**  
(the "Company")

Company No  
4984697

The Companies Act 2006

Written Resolution of the Members  
(Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolutions (the "Resolutions")

Special Resolutions

~~"That the name of the Company be changed to F.I.S. Company Int. Ltd."~~

For information  
only

*"THAT following the change of the company name, the regulations set forth in the printed documents attached hereto and for the purpose of identification marked with an "A" be approved and adopted as the Constitution of the company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof"*

We being the sole member of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below

The Members

**£1.00 Ordinary shareholder:**



On behalf of **WIMORE HOLDINGS LIMITED**

Date of Signature 16<sup>th</sup> March 2010

THURSDAY



**THE COMPANIES ACTS 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

"A"

ARTICLES OF ASSOCIATION

OF F I S Company Int Ltd\*

DEFINED TERMS

- 1 (a) "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,
- (b) "Model Articles" means the Model Articles For Private Companies Limited By Shares as prescribed by The Companies (Model Articles) Regulations 2008
- (c) Expressions defined in Article 1 of Model Articles For Private Companies Limited by Shares shall where the context admits bear in these Articles the meanings so defined
- (d) "communication" means the same as in the Electronic Communications Act 2000
- (e) "electronic communication" means the same as in the Electronic Communications Act 2000
- (f) "executed" includes any mode of execution

SHARE CAPITAL

- 1 (a) Subject to the provisions of the Companies Act, and to the following provisions of these Articles, the shares of the Company shall be at the disposal of the directors, who may at their discretion for a period of five years from the date of the incorporation of the Company and afterwards with the previous sanction of an ordinary resolution (in accordance with Section 551 of the 2006 Act), allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper
- (b) The directors may allot shares notwithstanding that the authority under Article 2(a) of these Articles has expired if they are allotted in pursuance of an offer or agreement made by the Company before the authority expired
- (c) The provisions of Section 561(1) and Section 562(1) to (7) of the Companies Act shall not apply to the Company, in accordance with the exemption provided by Section 567(1) to (2) of the Companies Act
- (d) Subject to the provisions of the Companies Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the directors may determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable
- (e) Subject to the provisions of the Companies Act, the Company may purchase its own shares
- (f) Share certificates shall not be required to bear the impression of the Company seal, and Article 24 of the Model Articles shall be amended accordingly

(g) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid in consideration for its issue

#### TRANSFER OF SHARES

- 2 (a) The directors may in their absolute discretion decline to register any transfer of shares and if they do so, should return the instrument of transfer to the transferee with notice and reasons for refusal within two months of the transfer being lodged with the company, unless they suspect that the proposed transfer may be fraudulent

#### LIABILITY OF MEMBERS

- 3 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

#### SHAREHOLDERS' RESERVE POWER

- 4 The provisions of Article 4 of the Model Articles shall not apply to the Company

#### PROCEEDINGS AT GENERAL MEETINGS

- 5 (a) Every notice convening a General Meeting shall state that a member entitled to attend, speak or vote thereat may appoint a proxy
- (b) Proxies may validly be appointed if in addition to the requirements contained in Article 45 of the Model Articles, the proxy notice or any instrument of proxy sent out by the company in relation to a meeting be deposited at the registered office or such other place within the United Kingdom as is specified in the notice convening the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the proxy notice or instrument proposes to vote

#### PROCEEDINGS OF DIRECTORS

- 6 (a) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to a maximum but shall not be less than one--The first directors of the Company shall be the persons named in the statement of the company's proposed officers delivered under Section 9 of the Companies Act
- (b) Subject to the Companies Acts and Article 14 of the Model Articles a director, who is interested in any actual or proposed transaction or arrangement with the Company shall be entitled to vote on any such transaction or arrangement at a meeting of the board of directors of the Company
- (c) In Article 11 of Model Articles there shall be substituted for the word "two" the word "one"

#### SECRETARY

- 7 The secretary may be appointed by the directors or by the Company by an ordinary resolution for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

## MINUTES

- 8 The Directors shall cause a written record to be made in the minute book of all decisions taken by a sole member under the provisions of these Articles

## INDEMNITY and INSURANCE

- 9 (a) Subject to the provisions of the Companies Act, and in addition to such indemnity and insurance as is contained in Articles 52 and 53 of the Model Articles every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office and the Company may purchase and maintain for any Director, Secretary, officer or auditor insurance against any liability which by virtue of any rule of law would otherwise attach to any such person in respect of any negligence, default, breach of duty or breach of trust which he may be guilty of in relation to the Company
- (b) Articles 52 and 53 of the Model Articles are to apply to every Secretary and other officer of the Company in the same way as they apply to a relevant director of the Company

(The Company changed its name from FIS CO INT LIMITED by passing a Special Resolution 17<sup>th</sup> March 2010)