

**COMPANY NUMBER: 05070182**

**THE COMPANIES ACTS 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF**

**LANDMARK BUSINESS CONSULTING LIMITED**

We, the undersigned being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if they had been passed by us all present at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTIONS**

1. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company;
2. THAT the Articles of Association will be amended by the insertion of the following article:-

"A Director may vote, at any meeting of the Directors or of any committee of the Directors, or any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting".

Signed: George Bell Dated: 07/12/05  
George Bell

Signed: Giles Edward Lightfoot Dated: 07/12/05  
Giles Edward Lightfoot

Signed: Graham Granville Whitehead Dated: 07/12/05  
Graham Granville Whitehead

Signed: Timothy Madeley Yorke Dated: 07/12/05  
Timothy Madeley Yorke



**REGULATIONS FOR MANAGEMENT OF A COMPANY  
LIMITED BY SHARES**

**The Companies Act 1985 (As amended by Companies Act 1989)**

**ARTICLES OF ASSOCIATION OF LANDMARK BUSINESS CONSULTING  
LIMITED**

(a) Subject as hereinafter provided the regulations incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table shall apply to the Company

(b) The Articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the Company.

**APPOINTMENT OF DIRECTORS**

1. (a) Unless and until otherwise determined by the Company in general meeting there shall be no maximum of directors and the minimum number of directors shall be one. Whenever there shall be only one director of the company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors and regulation 89 of Table shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company

2. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table shall not apply to the Company other than alternate directors shall not be subject to any maximum but shall not be less than one.

**PROCEEDINGS OF DIRECTORS**

3(a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, or any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company