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Company No 05170929

The Companies Act 1985 and The Insolvency Act 2006  
Company Limited by Shares

**Written Resolutions of the Members  
of  
DV3 Centros UK Limited  
("the Company")**

We, the undersigned Members of the Company, for the time being entitled to receive notice to attend at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed as resolutions at a General Meeting of the Company

**Special Resolution**

- a THAT the Company be wound up voluntarily

**Ordinary Resolutions**

- b THAT Ian Holland of Ian Holland + Co, The Clock House, Paines Lane, Pinner, Middlesex HA5 3BZ be and is hereby appointed as Liquidator of the Company for the purposes of the winding up
- c THAT Ian Holland + Co fees for setting up the administration and preparation of the Declaration of Solvency be on a time cost basis, subject to a maximum of £1,500 plus disbursements and VAT
- d THAT the Liquidator's remuneration be agreed on time cost basis subject to a maximum of £6,000 plus disbursements and VAT (this sum to include the fees referred to in 'c' above) in attending to matters arising in the winding up, in accordance with Rule 4 148A of the Insolvency Act 1986

**Special Resolution**

- e THAT the Liquidator be and is hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part I, Schedule 4 of the Insolvency Act 1986
- f THAT in accordance with the provisions of the Company's Articles of Association the Liquidator be and is hereby authorised to distribute all or part of the assets of the Company in specie to the members in such proportions as he sees fit



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07/12/2012

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COMPANIES HOUSE