

A PRIVATE COMPANY LIMITED BY SHARES

AVISEN GROUP LIMITED

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

SPECIAL RESOLUTION

That the authorised capital of the Company currently comprising 2,500,000 founder ordinary shares of £0.01 each, 1,000,000 'A' ordinary shares of £0.01 and 1,500,000 'B' ordinary shares of £0.01 remain in their current capacity. The 46,617 shares currently allotted to Marcus Hanke be classified as 'A' ordinary shares and the 46,617 shares currently allotted to Andrew Turner be classified as 'A' ordinary shares. The re-designated shares are to rank equally with the original 'A' ordinary shares in every way save insofar as the following provisions shall apply to the payment of dividends.

(a) Subject to the provisions of the Act and to paragraph (d) below, the Company may, by Ordinary Resolution passed at a General Meeting of the Company, upon the recommendation of the Directors declare a dividend.


(b) Subject to paragraph (d) below every such aforesaid General Meeting at which a dividend is declared shall, by Ordinary Resolution, direct that such dividend be paid either in respect of one class of shares to the exclusion of the other class, or in respect of both classes of shares.

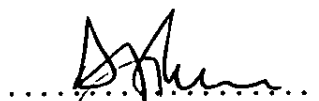
(c) Subject to paragraph (d) below, where a dividend is declared in respect of both classes of shares the Company may, by Ordinary Resolution, differentiate between the classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank pari passu, in all respects as if they constituted one class of shares.

(d) Provided always that no dividend shall be declared to either class of shares where the Directors recommend that no dividend should be declared nor shall any dividend be declared to either class which exceeds the amount recommended by the Directors in respect of that class.

(e) When paying interim dividends the Directors may make payments to one class of shares to the exclusion of the other class or to both classes of shares. When making such payments the Directors may differentiate between the classes as to the amount or percentage of dividend payable. Regulations 102 and 103 of Table A shall be read and construed accordingly.

Dated this 2 day of January 2009


.....
Marcus Hanke


.....
Andrew Turner

Being all the Members for the time being entitled to receive notice of and attend and vote either in person or by proxy at the Meetings of the Company.

FRIDAY



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09/01/2009
COMPANIES HOUSE