

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**MERCHANT CASH EXPRESS LIMITED (the Company)**

In accordance with section 381A of the Companies Act 1985 (the Act), we, the undersigned, being shareholders entitled to attend and vote at general meetings of the Company **HEREBY CONFIRM** that the following written resolutions shall be for all purposes effective as ordinary and special resolutions and as if they had been passed at a general meeting of the Company duly convened and held and accordingly **HEREBY RESOLVE THAT**

- 1 160 ordinary shares of £1 00 each in the existing issued and authorised capital of the Company are hereby sub-divided into 16,000 ordinary shares of £0 01 having the rights set out in the Articles of Association adopted pursuant to Resolution 5 below,
- 2 840 ordinary shares of £1 00 each in the existing authorised but unissued capital of the Company are hereby sub-divided into 84,000 ordinary shares of £0 01 having the rights set out in the Articles of Association adopted pursuant to Resolution 5 below,
- 3 the authorised share capital of the Company be increased from £1,000 to £1,333 33 by the creation of 33,333 ordinary shares of £0 01 each ranking pari passu in all respects with the existing ordinary shares of £0 01 each in the capital of the Company,
- 4 subject to the passing of Resolution 3 above, pursuant to section 95 of the Act and in substitution for all existing authorities under that section, the directors be and are generally empowered to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution 3 as if section 89(1) of the Act did not apply to any such allotment, provided that (unless previously revoked, varied or renewed) this power shall expire on the fifth anniversary of the date of the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired, and
- 5 the draft regulations in the form attached, and initialled by a director for identification purposes, be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company

Signed

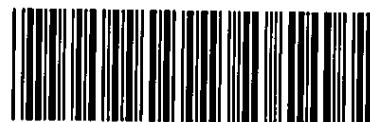
Dated

  
Richard NH Morley

23 Augurs 2007

  
Ian G Morrison

TUESDAY



\*A2LBPTG6\*

A19

02/10/2007

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COMPANIES HOUSE