

Company No: 6334437

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING**

of

LANEBRIDGE HOLDINGS LIMITED

("Company")

Passed the 1st October day of 2007

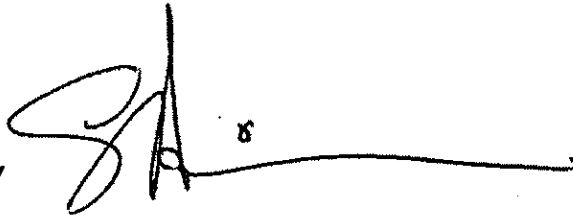
By a written resolution agreed to in accordance with *section 288 of the Companies Act 2006* by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed.

1. THAT the share capital of the Company be and is hereby increased from £1,000 to £1,000,000 divided into 510,000 Preferred Ordinary shares of £1.00 each and 490,000 ordinary shares of £1.00 each by the creation of 510,000 Preferred Ordinary shares of £1.00 each and 489,000 ordinary shares of £1 00 each
2. THAT for the purposes of section 80 of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that section) up to a maximum nominal value of £999,999 being the authorised but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this resolution unless previously renewed, revoked or varied in any way.
3. THAT the acquisition by the Company of 2,500 ordinary shares of £1 00 each in the capital of Lanebridge Investment Management Limited from Stanley Annison, a director of the Company, 2,500 ordinary shares of £1.00 each from Martin Alexander Schuler, a director of the Company; and 2,500 ordinary shares of £1.00 each from Roger Lane-Smith, a director of the Company, pursuant to an acquisition agreement to be entered into by (1) Stanley Annison and others and (2) the Company be and is hereby approved pursuant to section 190 of the Companies Act 2006 and for all other purposes.
4. THAT the regulations contained in the printed document attached to this resolution and for the purposes of identification signed by the chairman of the meeting of the board of directors be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the complete exclusion of the existing articles of association of the Company



5. THAT the memorandum of association of the Company be amended at paragraph 5 to state the authorised share capital of the Company is £1,000,000 divided into 510,000 Preferred Ordinary shares of £1.00 each and 490,000 ordinary shares of £1 00 each.
- 6 THAT the directors (being generally authorised by the Articles of Association of the Company for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot the 510,000 Preferred Ordinary shares of £1 00 each and 489,999 ordinary shares of £1 00 in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this resolution.

Signed
Director/Secretary

A handwritten signature in black ink, consisting of stylized initials followed by a long horizontal stroke.

Dated 1/10/07