

Company Number 6460632

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF MASSIVEDEAL LIMITED  
(THE "COMPANY") PASSED PURSUANT TO SECTIONS 282 AND 283 OF THE  
COMPANIES ACT 1985 (THE "ACT")**

I, being the sole Shareholder of the Company being entitled to attend and vote at meetings of the shareholders of the Company hereby resolve to pass the following written resolutions as special resolutions of Company -

**Ordinary Resolutions**

- (a) The 1,000 Ordinary Shares of £1 each in the authorised share capital of the Company be sub-divided into 100,000 Ordinary Shares of 1 pence each
- (a) Pursuant to Section 80 of the Companies Act 1985 the Directors of the Company generally and unconditionally be authorised to allot relevant securities (as defined in sub-section (2) of Section 80 of the Companies Act 1985) in respect of the entire authorised but unissued share capital of the Company

**Special Resolutions**

- (a) That new Articles of Association of the Company be adopted in the form contained in the document submitted to the Meeting and for the purposes of identification signed by the Chairman in substitution for and to the exclusion of the existing Articles of Association
- (b) Pursuant to Section 95 of the Companies Act 1985 the Directors of the Company be authorised to allot and issue the entire authorised but unissued share capital of the Company as if the pre-emption provisions of Section 89(1) of the Companies Act 1985 did not apply.
- (c) That with the consent of the Registrar of Companies the name of the Company be changed to Highlands Holdings Limited.

*Actioned  
name change*

  
Alan Pontin

31 January 2008  
Date



\*R09WFWV2\*  
RM 02/02/2008 166  
COMPANIES HOUSE

Could you also please fax a copy of the Change of Name Certificate to Will Hamill on 01628 470001

Yours faithfully

*Moorcrofts LLP*

**Moorcrofts LLP**

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THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

HIGHLANDS HOLDINGS LIMITED

#### PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 ("Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles
- 2 References to Regulations are to regulations of Table A
- 3 In Regulation 1 between the words "regulations" and "the Act" the words "and in any Articles adopting the same" shall be inserted

#### SHARE CAPITAL

- 4 The authorised share capital of the Company at the date of adoption of these Articles is £1,000 divided into 100,000 ordinary shares OF £0 01 EACH
- 5 The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise any power of the Company to allot relevant securities at any time or times during the period of five years from the date of adoption of these Articles (unless previously revoked or varied by the Company in general meeting)
- 6 The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by Article 5 is the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles
- 7 The directors may before the expiration of the authority conferred by Article 5 make an offer or agreement which would or might require relevant securities to be allotted after such expiration and the directors may allot relevant securities pursuant to such offer or agreement

#### TRANSFER OF SHARES

- 8 The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share whether or not it is a fully paid share
- 9 Regulation 24 shall not apply

### VOTES OF MEMBERS

- 10 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be signed by the appointer or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney
- 11 Regulations 60 to 62 (inclusive) shall not apply

### ALTERNATE DIRECTORS

- 12 An alternative director shall cease to be an alternate director if his appointer ceases to be a director
- 13 Regulation 67 shall not apply
- 14 An appointment or removal of an alternate director may be made by cable, telex, facsimile transmission, telegram or radiogram or in any other manner approved by the directors. Any cable, telex, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company in the meantime
- 15 Regulation 68 shall not apply
- 16 Any person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he himself a director, his vote or votes as an alternate director shall be in addition to his own vote

### APPOINTMENT AND RETIREMENT OF DIRECTORS

- 17 The Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an alternate director, but the total number of directors may not exceed a maximum number fixed in accordance with these Articles
- 18 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, but the total number of directors may not exceed a maximum number fixed in accordance with these Articles
- 19 Regulations 73 to 80 (inclusive) shall not apply

### DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 20 The office of a director shall be vacated if
  - 20.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
  - 20.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - 20.3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director, or

20 4 he resigns his office by notice of the Company, or

20 5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors and his alternate director (if any) shall not during such period have attended any such meetings instead of him, and the directors resolve that his office be vacated

21 Regulation 81 shall not apply

22 The Majority may at any time remove any director by giving notice to the Company signed by or on behalf of the Majority

23 For the purposes of Article 23 the "**Majority**" means the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company carries the right of attending and voting at general meetings of the Company

#### DIRECTORS' APPOINTMENT

24 The last sentence of Regulation 84 shall not apply

#### PROCEEDINGS OF DIRECTORS

25 Subject to the provisions of section 317 of the Act, a director may vote in respect of any transaction or arrangement in which he is in any way, whether directly or indirectly, interested. The director shall be counted in the quorum present at any meeting of the directors at which such contract, transaction or arrangement is considered

26 Regulations 94 to 96 (inclusive) shall not apply

#### INDEMNITY

27 Every director or other officer of the Company shall be indemnified out of the assets of the Company against all costs losses or liabilities which in such capacity he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act, in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto provided that this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act