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CARPE DIEM GROUP HOLDINGS LTD

Minutes of an Extraordinary General Meeting of the above named company held at Prospect House 11-13 Lonsdale Gardens Tunbridge Wells Kent TN1 1NU on 28 March 2008

Present      Ian Clowes  
                 Gary Thorneycroft  
                 Liam McNamara (By phone)

The meeting having been called at short notice with the consent of all members, the following resolutions were duly passed as Ordinary Resolutions -

ORDINARY RESOLUTIONS

1. That the nominal capital of the company be increased by £950,000 beyond the registered capital of £50,000. All shares to rank pari passu in all respects
2. Following item (1) above, the registered authorised share capital of the company of 100,000,000 ordinary £0 01 shares be consolidated and divided into 10,000,000 ordinary shares of £0 10 each All shares to rank pari passu in all respects
3. That the existing issued ordinary share capital of 10 shares at £0 01 be consolidated into 1 ordinary shares of £0.10 each.
4. That the directors be and are hereby unconditionally authorised to allot shares up to the amount of the share capital as specified in resolution 1 and 2 above at any time during the period of 5 years from the date thereof

The secretary was instructed to file the resolution with the Registrar of Companies together with form 122 and 123 The secretary was also instructed to cancel the original share certificate issued in respect of the initial subscriber share and the further issued 9 shares of £0.01 each and issue a revised share certificate to show the consolidation specified in resolution 3

  
Chairman

TUESDAY



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COMPANIES HOUSE