

Company No 6652902

THE COMPANIES ACTS 1985 to 2006

Company Limited by Shares

RESOLUTION

of

Micheldever & Northbrook Ltd (the "Company")

Passed on 14 January 2009

Certified True Copy


for and on behalf
JTC (UK) Limited
as Secretary

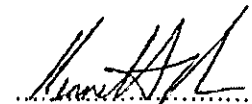
The following written resolutions of the Company were duly passed on 14 January 2009 in accordance with section 281(1)(a) of the Companies Act 2006.

ORDINARY RESOLUTION

THAT for the purposes of clause 9.1 of the shareholders' agreement relating to the Company entered into on 21 November 2008, consent is given to the transfer of the shares in the Company held by Matrix Partnership Services Limited to the Company.

SPECIAL RESOLUTION

- 1 THAT the terms of the proposed contract (a copy of which has been supplied to each member of the Company), whereby the Company may become entitled and obliged to purchase from Matrix Partnership Services Limited 172,500 ordinary shares of £1 each in the capital of the Company, be and hereby are approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.
- 2 THAT subject to the passing of the ordinary resolution and resolution 1 above, the directors are hereby authorised to amend Article 3 (a) of the Articles of Association of the Company to reflect the change in the share capital of the Company.



Director

SATURDAY



AFZNX8CS

A20

21/03/2009

153

COMPANIES HOUSE

25/3/09 249