

THE COMPANIES ACTS 1985 to 2006

Company Limited by Shares

RESOLUTION

of

Micheldever & Northbrook Ltd (the "Company")

Passed on 6 May 2009

Certified True Copy



for and on behalf of  
JTC (UK) Limited  
as Secretary

The following written resolution of the Company was duly passed on 6 May 2009 in accordance with section 281(1)(a) of the Companies Act 2006.


**Ordinary resolutions:**

The sole member declared as a matter of fact that:

- 1 on 14 January 2009 by resolution of the members the Company increased its share capital from £345,000 by £290,000 to £635,000 by the creation of 290,000 ordinary shares of £1 each, in each case having the rights and restrictions as set out in the articles of association of the Company;
- 2 on 14 January 2009 the Company duly authorised by resolution of the members issued 290,000 ordinary shares of £1 each;
- 3 on 14 January 2009 following completion of the issue and allotment of the 290,000 ordinary shares of £1 each, the Company approved by resolution of the members and completed a buyback of 345,000 ordinary shares of £1 each using the proceeds of the new issue of 290,000 ordinary shares of £1 each;
- 4 following completion of the increase and allotment of shares, and buyback of shares, on 14 January 2009, the authorised share capital of the Company was 635,000 ordinary shares of £1 each, and the issued share capital of the Company was 290,000 ordinary shares of £1 each.
- 5 no resolution was presented, approved or passed on 14 January 2009 or otherwise approving any reduction of any part of the authorised share capital of the Company, and Form 122 was filed in error with the Registrar of Companies.

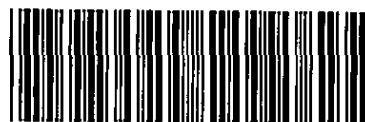
The member resolved that:

- 6 to the extent required, the increase and allotment of shares, and buyback of shares, on 14 January 2009 be and are hereby ratified.



Director

TUESDAY



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12/05/2009

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COMPANIES HOUSE