

Company No: 01861125

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
MICROWISE COOKWARE LIMITED
(THE "COMPANY")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution as detailed below.

RESOLUTION

As a special resolution

THAT, the name of the Company be changed to MRX Dormant Company Five Limited

Dated. 2 April 2013

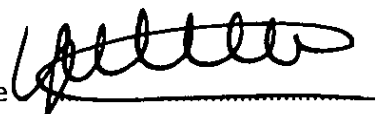
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, being the sole shareholder of the Company entitled to vote on the above resolution on the date of this document hereby irrevocably agree to such resolution

Signed for and on behalf Metalrax Group PLC (in administration) acting by William James Wright, one of its joint administrators as its agent and without personal liability pursuant to powers conferred under the Insolvency Act 1986 by a notice of appointment dated the date hereof

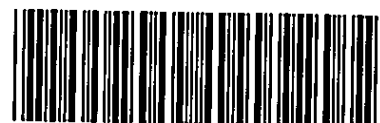
Signature



Copy

Auditors

TUESDAY



RC2 09/04/2013 #10
COMPANIES HOUSE

NOTES

- 1 Shareholders who wish to agree to this resolution should signify their agreement by signing and returning this document to Microwise Cookware Limited, Rectory Court, Old Rectory Lane, Alvechurch, Birmingham B48 7SX marked for the for the attention of Caroline Green

If you do not agree to the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

2. If sufficient agreement is not received by 28 days from the date of circulation of this resolution, then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Company No: 01861125

MICROWISE COOKWARE L
("the Company")

Minutes of a meeting of the board of directors ("**Directo**

Everwise LP on *2 April* 2013 commencing at *1.55 pm*

PRESENT: Caroline Inez Green
Andrew John Richardson

1 NOTICE AND QUORUM

1.1 A quorum being present, **IT WAS RESOLVED** that *Andrew Richardson* chair the meeting. Accordingly, the chairman declared the meeting open

2 PURPOSE OF MEETING

2.1 The chairman informed the Directors that the purpose of the meeting was to consider and approve a proposed change of name of the Company.

2.2 The chairman reminded the Directors of their statutory duty to promote the success of the Company for the benefit of its members and their statutory duties generally.

3. DIRECTORS' INTERESTS

3.1 It was noted that each director present had prior to the meeting declared the nature and extent of their interests to the Directors in accordance with the duty imposed by section 182 of the Companies Act 2006 in any transactions or arrangements and section 177 of the Companies Act 2006 in any proposed transactions or arrangements with the Company which were to be considered at the meeting.

3.2 Having declared their interests prior to the meeting, the Company's articles of association permitted such directors to vote on a resolution and to be counted in the quorum present at the meeting in relation to any such transactions or arrangements and proposed transactions or arrangements.

4. WRITTEN RESOLUTION AND INVESTOR CONSENT

4.1 There was produced to the meeting a form of written resolution of the shareholders of the Company to change the name of the Company to "MRX Dormant Company Five Limited" (the "**Written Resolution**") which was proposed be circulated to the shareholders of the Company for signature

4.2 **IT WAS RESOLVED** that the Written Resolution be approved in the form produced to the meeting and be delivered to the shareholders of the Company together with a statement as to how a shareholder can signify agreement to the resolution and the end date by which the resolution must be passed.

4.3 The meeting then adjourned until after the Written Resolution had been passed.

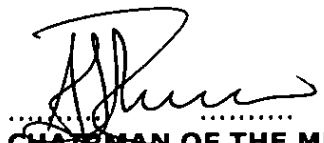
4.4 On resumption of the meeting, it was reported that the Written Resolution had been passed.

5. **FILING**

The Directors resolved that the Written Resolution and Form NM01 (notice of change of name by resolution) be filed at Companies House

6. **CLOSE OF MEETING**

There being no further business, the meeting closed.


.....
CHAIRMAN OF THE MEETING



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1861125

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

MICROWISE COOKWARE LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

MRX DORMANT COMPANY FIVE LIMITED

Given at Companies House on **11th April 2013**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**