

Company Number: 3579622

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COOKE OPTICS LIMITED



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ASD9H0KP

14/06/2008

COMPANIES HOUSE

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pursuant to Article 11 of the Articles of Association of the Company

Passed: 28th June 2006

We being all the Members of the Company who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company agree as follows

1. That the authorised share capital of the Company be increased by the creation of 170,000 Redeemable Preference Shares of US \$1 each ("**Redeemable Preference Shares**"), having the following rights:

1.1. As regards voting

The holders of the Redeemable Preference Shares shall be entitled to receive notice of all general meetings of the Company but shall not be entitled (either personally or by proxy) to attend or vote at any general meeting of the Company except at a meeting convened to consider a resolution to wind up the Company

1.2 As regards income and capital

- 1.2.1 The holders of the Redeemable Preference Shares shall not be entitled to be paid any dividend or other distribution out of the profits of the Company available for such purposes in respect of any financial year
- 1.2.2. On a return of capital on liquidation or otherwise the assets of the Company available for distribution among the members shall be applied in repaying to the holders of the Redeemable Preference Shares the amounts paid up on such shares. The Redeemable Preference Shares shall rank on a return of capital on liquidation or otherwise in priority to any other shares or stock of the Company for the time being in issue.
- 1.2.3. Except as provided in 1.2.1 and 1.2.2 above, the Redeemable Preference Shares shall not carry any right to participate in profits or assets.

1 3. As regards redemption

- 1 3 1 The Company may at any time give not less than 3 months' previous notice in writing (a "redemption notice") to the holders of the Redeemable Preference Shares of its intention to redeem all or any part of the Redeemable Preference Shares which have been issued and are fully paid up on a date which shall be specified in the redemption notice.
- 1 3 2 In the event of the Company determining to redeem a part only of the Redeemable Preference Shares those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such shares on the redemption date
- 1 3.3. On the redemption date the Company shall be entitled and bound to redeem the Redeemable Preference Shares specified in the redemption notice at par against delivery to the Company of the certificates for the shares to be redeemed, and shall issue free of charge fresh certificates for any unredeemed shares.
- 1.3.4 No Redeemable Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption.
- 1 3.5. All the provisions of the statutes relating to the redemption of shares and the creation or increase where requisite of a capital redemption reserve shall be duly observed

1.4. As regards transfer

The Redeemable Preference Shares shall, subject to Article 7 of the Articles of Association of the Company, be freely transferable in tranches of not less than US \$5,000 in nominal amount.

2. That, upon the recommendation of the Directors, it is desirable to capitalise the sum of £94,450 (being part of the amount standing to the credit of the Company's reserves) and accordingly that, in accordance with the Company's Articles of Association, such sum be capitalised and applied in paying up in full at par the 170,000 unissued Redeemable Preference Shares created pursuant to Resolution 1 above.
- 3 That the Directors be and are hereby authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot and distribute within 30 days after the passing of the resolution the Redeemable Preference Shares paid up pursuant to Resolution 2 above, credited as fully paid, as directed by Resolution 4 below.

4. That, notwithstanding the provisions of Regulation 110 of Table A, which is incorporated into the Articles of Association of the Company, the Directors of the Company be and they are hereby directed to allot 85,000 of the Redeemable Preference Shares pursuant to the authority conferred by Resolution 3 above to Jerry Atkins, and 85,000 of the Redeemable Preference Shares pursuant to the authority conferred by Resolution 3 above to Stephen Breskin.
- 5 That the Directors of the Company be and they are hereby empowered to allot the Redeemable Preference Shares in the capital of the Company pursuant to the authority conferred by Resolution 3 above as if Article 3 of the Articles of Association of the Company did not apply to any such allotment.

This Resolution was signed by or on behalf of all the Members of the Company:

Jerry Atkins
Stephen Breskin
Richard William Davis
David Michael George Stevens
Barrie Billington

For and on behalf of Hitme Realty LLC by Jerry Atkins

For and on behalf of ZGC LLP by Les Zellan