

THE COMPANIES ACT 2006

A Company Limited by Shares

RESOLUTIONS
of
IDEAWORKS3D LIMITED (the "Company")

Passed on 30 December 2009

WEDNESDAY



A35 13/01/2010 143
COMPANIES HOUSE

At a General Meeting of the Company, duly convened and held on 30 December 2009, the following resolutions were duly passed of which resolutions 1A and 1B were passed as ordinary resolutions and resolution 2 was passed as a special resolution:

Ordinary resolutions:

- 1A THAT in addition to all existing authorities (including the authority set out in article 3.1 of the Company's articles of association (the "Articles") and in the written resolutions of the Company circulated on 26 January 2009), the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot, and to grant rights to subscribe for or to convert any security into B ordinary shares ranking equally in all respects with the existing B ordinary shares in the capital of the Company up to a maximum nominal amount of £4,000, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired.
- 1B THAT in addition to all existing authorities both referred to and given in resolution 1A above, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot, and to grant rights to subscribe for or to convert any security into:
- (a) A ordinary shares ranking equally in all respects with the existing A ordinary shares in the capital of the Company up to a maximum nominal amount of £1,500;
 - (b) B ordinary shares ranking equally in all respects with the existing B ordinary shares in the capital of the Company up to a maximum nominal amount of £10,000; and
 - (c) D ordinary shares ranking equally in all respects with the existing D ordinary shares in the capital of the Company up to a maximum nominal amount of £2,000,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired.

Special resolution:

2 THAT the Articles be amended as follows:

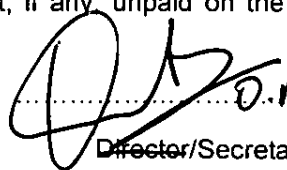
- (a) by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles;
- (b) by inserting the following definition in article 1.4:

"Act" the Companies Act 2006"
- (c) by deleting the definition of "Table A" in article 1.4 and replacing it with:

"Table A" Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No 805 as amended before 1 October 2009 and so far as they relate to private companies limited by shares.";
- (d) by deleting the existing article 2.1 and re-numbering all subsequent articles accordingly and altering all cross references accordingly;
- (e) by deleting the existing article 3.1 and replacing it with: "INTENTIONALLY LEFT BLANK";
- (f) by deleting the sentence: "The provisions of section 90(3) of the Act shall apply in relation to any such offer." in the existing article 3.2, and by replacing them with the words: "Where shares are held by two or more persons jointly, the offer may be made to the joint holder first named in the register of members in respect of such shares.";
- (g) by deleting the existing article 3.11 and replacing it with the following new article 3.11: "Section 561 of the 2006 Act shall not apply to the Company.";
- (h) by deleting the words: "section 94 of the Act" in the existing article 3.12, and by replacing them with the words: "section 560(1) of the Act";
- (i) by deleting the existing article 4 and replacing it with the following new article 4: "Regulation 6 shall apply as if the words "sealed with a seal" are deleted and replaced by the words "executed under seal or otherwise in accordance with the 2006 Act or in such manner as the directors may approve.";
- (j) by deleting the words: "the Act" in the penultimate line of the existing article 5.4, and by replacing them with the words: "the Companies Act 1985";
- (k) by deleting the words: "the Act" in the second line of the existing article 6.1, and by replacing them with the words: "the Companies Act 1985";
- (l) by deleting the words: "section 425 of the Act" in the second line of the existing article 7.1.1, and by replacing them with the words: "Part 26 (Arrangements and Reconstructions) of the Act";
- (m) by deleting the words: "the Act" in the second line of the existing article 7.9, and by replacing them with the words: "the Companies Act 1985"; and
- (n) by adopting a new article 25 as follows:

"25 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them."


Director/Secretary