

2
Company N° 6796983

The Companies Act 2006

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

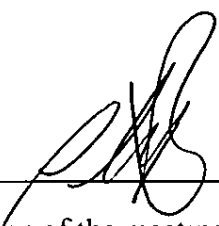
ACTIVE CARE CHIROPRACTIC LTD

Passed 10th February 2010

AT an Extraordinary General Meeting of the Company, duly convened and held on 10/02/2010, the following resolution was duly passed as a special resolution

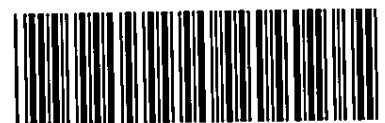
RESOLUTIONS

- 1 That the regulations set out in the printed document presented to this meeting, and for the purpose of identification marked 'B' ~~and signed by the chairman of the meeting,~~ be and are approved and adopted as the Articles of Association of the company, in substitution for and to the exclusion of, all the existing Articles of Association of the company



Chairman of the meeting

MONDAY



A12

AS88U11C

22/03/2010

168

COMPANIES HOUSE

THE COMPANIES ACT 1985

A12

22/03/2010
COMPANIES HOUSE

103

COMPANY LIMITED BY SHARES**ARTICLES OF ASSOCIATION****OF****ACTIVE CARE CHIROPRACTIC****LIMITED**

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 including any statutory modifications or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force (hereinafter referred to as "Table A") shall apply to the Company
- 2 Regulations 8, 50, 64, 76, 77 and 113 of Table A shall not apply to the Company
- 3 The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public
- 4 The share capital of the Company at the date of the adoption of these Articles is GBP10,000 divided into 8000 'A' Ordinary shares of GBP1 00 each, 1000 'B' Ordinary shares of GBP1 00 each, and 1000 'C' Ordinary shares of GBP1 00 each ("Ordinary Shares")
 - a) Class 'A' Ordinary shall have full voting rights and participate in the distribution of capital in a winding up of the company Classes 'B' Ordinary and 'C' Ordinary will have no voting rights and not participate in the distribution of capital in a winding up of the company
- 5 a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper

- a) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on 10th February 2015 unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act
 - c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority
- 6 a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (not being less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided
- b) By virtue of Section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company
- 7 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall have a first and paramount lien on all shares whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The liens conferred above and by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders. The Company's lien (if any) on a share shall extend to all dividends payable thereon
- 8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company

- 9 In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company
- 10 In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved"
- 11 Unless and until the Company shall otherwise determine in general meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985
- 12 The Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director provided that person is at least 16 years of age
- 13 No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless-
 - a) he is recommended by the Directors, or
 - b) not less than fourteen nor more than thirty five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected
- 14 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company
- 15 If the ordinary share capital of the Company is divided into different classes of shares, the directors of the Company may decide to pay interim dividends at variable rates on the different classes of shares If the directors recommend it, the Company may also declare final dividends at variable rates on the different classes of shares

NAMES AND ADDRESSES OF SUBSCRIBERS

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Dated this 10th day of February 2010