

THE COMPANIES ACT 2006
WRITTEN RECORD OF RESOLUTIONS OF THE SOLE MEMBER OF
PAYWIZARD LIMITED
COMPANY NUMBER: SC376020
("the Company")

I, the undersigned, being a director of the Company, hereby note that:

- a. the following resolutions, such resolutions having effect as special resolutions, were placed before the sole member of the Company the form of a written resolution on 17th December 2010;

and

- b. the requisite level of consent required to approve the resolutions was obtained by the Company on 17th December 2010 and therefore the resolutions were duly passed by the sole member of the Company on that date.

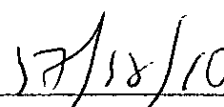
SPECIAL RESOLUTIONS

IT WAS RESOLVED:

- 1 that the Company be re-registered as a public limited company under the Companies Act 2006 with the name PayWizard Public Limited Company;
- 2 that new articles of association in the form of the document attached be adopted in substitution for and to the exclusion of the existing articles of association of the Company.



Director



Date

