

Zalcany Limited

Company No:
02397965

Companies Act 2006

FRIDAY



Written Resolutions of the Members (Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed as ordinary resolutions (the "Resolutions").

Ordinary Resolutions

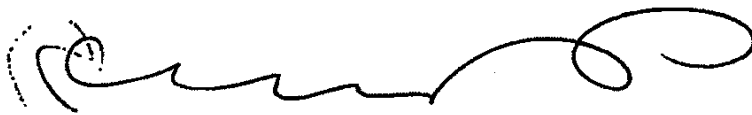
1. *"That the capital of the Company be increased from £1,000.00 to £2,000.00 by the creation of 1,000 Ordinary shares of £1.00 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*
3. *"That 1,000 unissued Ordinary shares of £1.00 each in the capital of the Company be subdivided into 10,000 Ordinary shares of £0.10 each."*
4. *"That 999 issued Ordinary shares of £1.00 each in the capital of the Company be subdivided into 9,990 Ordinary shares of £0.10 each."*

We being the eligible member of the Company hereby signify our irrevocable agreement to the Resolutions.

The Member:


.....
On behalf of Cardinal Holdings Limited

Date of Signature2.3.99.....


PA WILLIAMS


PA WILLIAMS

Zalcany Limited

Birtell House 27 Abchurch Lane

Minutes of a Meeting of the Board of Directors held at ~~3rd Floor, 24 Chiswell Street,~~
London, ~~EC1Y 4TX~~ on Monday 2 March 2009.

W1.

The following officers were present:

Roy Grainger Williams
Richard Michael Harris
Robert Nigel Harris

In Attendance:

Alan Topper (Secretary)

1. Quorum

The chairman stated that a quorum was present and declared the meeting open.

2. Declaration of interests

Each director present declared their interest in the business to be transacted at the meeting in accordance with the requirements of section 317 of the Companies Act 1985 (1985 Act] and the company's articles of association.

It was noted that pursuant to article 14 of the company's articles of association, a director may vote and form part of the quorum in relation to any matter in which they are interested.

3. Duty to promote success of the Company

In relation to the all matters discussed at this meeting, the directors gave consideration to their duty to promote the success of the Company, including in relation to the matters referred to in section 172(1) of the Companies Act 2006.

4 Share capital increase and subdivision

There were produced to the Meeting written form Resolutions (the "Written Resolutions") (copy appended) to be circulated to the Members for their consideration and signature whereby it is resolved to pass the Written Resolutions as Ordinary Resolutions for the following purposes:

- (a) to increase the authorised share capital of the Company from £1,000.00 to £2,000.00 by the creation of 1,000 Ordinary shares of £1.00 each ranking pari

passu in all respects with the existing Ordinary shares in the capital of the Company;

- (b) to grant the Directors authority to allot shares pursuant to Section 80 of the Companies Act 1985 (as amended).
- (c) to subdivide 1,000 unissued Ordinary shares of £1.00 each in the capital of the Company into 10,000 Ordinary shares of £0.10 each.
- (d) to subdivide 999 issued Ordinary shares of £1.00 each in the capital of the Company into 9,990 Ordinary shares of £0.10 each.

5. It was resolved that:

- (a) the Directors recommend to the members of the Company that they accept the Written Resolutions; and
- (b) upon the Written Resolutions being signed by the requisite number of members the Secretary be instructed to file the Written Resolutions and forms 123, 122 with Companies House;
- (b) the relevant existing share certificate(s) be cancelled and new share certificate(s), as required, be issued; and
- (c) the director and the Company Secretary, or the director in the presence of a witness who attests the signature, be authorised to execute the aforementioned share certificate(s) on behalf of the Company.

There being no further business, the Meeting was closed.



.....
Chairman

.....2.3.09.....
Date