

Company Number **03814035**

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1985  
ORDINARY RESOLUTIONS  
OF  
**TOPLINE WINDOWS & CONSERVATORIES  
SOUTHERN LIMITED**

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 14th day of April 2008 , the following ORDINARY RESOLUTIONS were duly passed -

- 1 That the Authorised Share Capital of the Company be increased from £100 to £1000 by the creation of 900 new shares of £1 each Of the 900 Shares, 800 Shares shall be Ordinary and 100 Shares shall be divided as to 25 "B", 25 "C," 25 "D" and 25 "E" shares These "B", "C", "D" and "E" Shares shall have no voting rights and shall not be entitled to any equity in the dissolution or winding up of the Company
  
- 2 That the Directors be and hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised Share Capital at the date of the passing on the fifth anniversary of the date of the passing of this resolution unless varied or revoked or renewed by the Company in General Meeting Save that the Directors may, notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement to do so made by the Company before the expiry of this authority

THURSDAY



\*AVQBXYYZ\*

A15

17/04/2008

473

COMPANIES HOUSE

  
Chairman

## **TOPLINE WINDOWS & CONSERVATORIES SOUTHERN LIMITED**

NOTICE IS HEREBY GIVEN that an extraordinary General Meeting of the above-named company will be held at Jackson & Green Chartered Accountants, 173 London Road, North End, Portsmouth, Hampshire, PO2 9AE on the day of 14<sup>th</sup> April 2008, at 11 00 am precisely, for the purpose of considering and, if thought fit, passing (either with or without modification) the subjoined Resolutions as ORDINARY RESOLUTIONS -

- 1 That the Authorised Share Capital of the Company be increased from £100 to £1000 by the creation of 900 new shares of £1 each Of the 900 Shares, 800 Shares shall be Ordinary and 100 Shares shall be divided as to 25 "B", 25 "C", 25 "D" and 25 "E" shares These "B", "C", "D" and "E" Shares shall have no voting rights and shall not be entitled to any equity in the dissolution or winding up of the Company
- 2 That the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised Share Capital at the date of the passing of this Resolution, and that this authority shall expire on the fifth anniversary of the date of the passing of this resolution unless varied or revoked or renewed by the Company in General Meeting Save that the Directors may, notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement to do so made by the Company before the expiry of this authority

Dated this 11<sup>th</sup> day of April 2008

By Order of the Board,

Secretary



NOTE A Member entitled to attend and vote at the above-mentioned Meeting is entitled to appoint a proxy, to attend and vote instead of him. A proxy need not be a Member of the Company

## **TOPLINE WINDOWS & CONSERVATORIES SOUTHERN LIMITED**

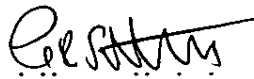
### **Minutes of a Meeting of the Board of Directors**

Held on the 11<sup>th</sup> day of April 2008 at Jackson & Green Chartered Accountants, 173  
London Road, North End, Portsmouth, Hampshire, PO2 9AE

Present Mr G R Sutton (Chairman)

In attendance: Mr M R Sutton  
Mrs K Sutton  
Mr G Willis

- 1 The Directors resolved to call an Extraordinary General Meeting of the Company to consider and, if thought fit pass resolutions to
  - (A) increase the capital of the Company, and
  - (B) extend the authority of the Directors to allot the new shares
2. A Notice of Meeting was produced by the Secretary and this was approved by the Directors The Secretary was instructed to arrange for the Notice to be delivered to those entitled to receive notices

  
Chairman

## TOPLINE WINDOWS & CONSERVATORIES SOUTHERN LIMITED

### Minutes of a Meeting of the Board of Directors

Held on the 14<sup>th</sup> day of April 2008 at Jackson & Green Chartered Accountants, 173 London Road, North End, Portsmouth, Hampshire, PO2 9AE

Present Mr G R Sutton (Chairman)

In attendance Mr M R Sutton  
Mrs K Sutton  
Mr G Willis

- 1 The Secretary reported that an Extraordinary General Meeting of the Company held on the 14<sup>th</sup> day of April 2008, Ordinary Resolutions were passed to:

- (A) increase the capital of the Company, and
- (B) extend the authority of the Directors to allot the new shares

- 2 Copies of the Resolutions were produced and the Secretary was instructed to file a copy at Companies house together with Form G123

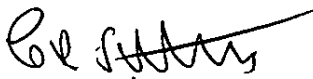
- 3 The Secretary was instructed to file Form 88(2) at Companies House to advise the names and addresses of the allottees which are as follows

25 "B" Shares to Mr Geoffrey Robert Sutton of 8 Sovereign Lane, Purbrook, Waterlooville, Hampshire, PO7 5RH

25 "C" Shares to Mr Mark Robert Sutton of 106 London Road, Purbrook, Waterlooville, Hampshire, PO7 5JU

25 "D" Shares to Mrs Karen Sutton of 12 Broad Meadows Lane, Waterlooville, Hampshire, PO7 8QL

25 "E" Shares to Mr Graham Willis of 12 Broad Meadows Lane, Waterlooville, Hampshire, PO7 8QL

  
Chairman

## TOPLINE WINDOWS & CONSERVATORIES SOUTHERN LIMITED

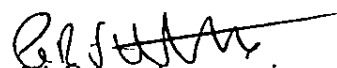
Minutes of an Extraordinary General Meeting of the Company

Held on the 14<sup>th</sup> day of April 2008 at Jackson & Green Chartered Accountants, 173  
London Road, North End, Portsmouth, Hampshire, PO2 9AE

Present Mr G R Sutton (Chairman)

In attendance: Mr M R Sutton  
Mrs K Sutton  
Mr G Willis

- 1 It was resolved that the Authorised Share Capital of the Company be increased from £100 to £1000 by the creation of 900 new shares of £1 each. Of the 900 Shares, 800 Shares shall be Ordinary and 100 Shares shall be divided as to 25 "B", 25 "C", 25 "D" and 25 "E" shares. These "B", "C", "D" and "E" Shares shall have no voting rights and shall not be entitled to any equity in the dissolution or winding up of the Company.
- 2 It was resolved that the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised Share Capital at the date of the passing of this Resolution, and that this authority shall expire on the fifth anniversary of the date of the passing of this resolution unless varied or revoked or renewed by the Company in General Meeting. Save that the Directors may, notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement to do so made by the Company before the expiry of this authority.
- 3 A form of Ordinary Resolution was produced and signed by the Chairman.
- 4 There being no further business, the Meeting was dissolved.

  
Chairman