

PRIVATE COMPANY LIMITED BY SHARES

COPY RESOLUTION

of

SANDERS GARDEN WORLD LIMITED (the "Company")

(Registered in England and Wales under company number 04037460)

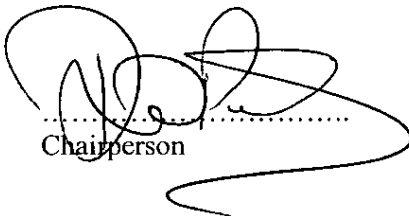
dated 19 November 2009

The following written resolution was passed as a special resolution on 19 November 2009 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Special Resolution

1 REDUCTION OF THE SHARE CAPITAL ACCOUNT

That, subject to the passing of this resolution within 15 days of the date of the solvency statement annexed hereto, the capital of the Company be reduced by reducing the share capital account of the Company from £2,400,000.00 to £1.00 (the "**Share Capital Reduction**") by the cancellation of 2,399,999 ordinary shares of £1 each in the capital of the Company. The Share Capital Reduction shall be effected upon the terms that no part of the reserves so arising shall be paid to the members of the Company by way of repayment of capital but shall be credited to the reserves of the Company and shall, subject to the provisions of the Companies Act 2006, form part of the profits of the Company.


.....
Chairperson



SANDERS GARDEN WORLD LIMITED

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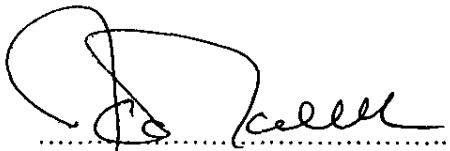
**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE
FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006**

DATED: 19 November 2009

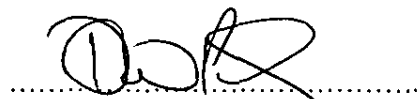
We, the undersigned, being all the directors of Sanders Garden World Limited (the "Company") as at the date of this statement have formed the opinion that:

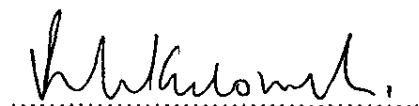
- (a) as at the date of this statement there are no grounds on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming the above opinion, we have taken into account all of the Company's liabilities (including any contingent and prospective liabilities).


.....
Nicholas Charles Gilmour Marshall


.....
Antonia Scarlett Jenkinson


.....
David Julian Pierpoint


.....
Richard Leon Kozlowski