



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4755803

The Registrar of Companies for England and Wales hereby certifies that

FELIX GROUP PLC

having by special resolution changed its name, is now incorporated
under the name of

CRAWSHAW GROUP PLC

Given at Companies House on **10th April 2008**



C04755803



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company No 4755803



The Companies Acts 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

FELIX GROUP PUBLIC LIMITED COMPANY

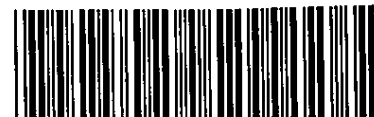
PASSED ON 10 APRIL 2008

At a GENERAL MEETING of the above-named Company duly convened and held on 10 April 2008 at the offices of Lawrence Graham LLP at 4 More London Riverside, London SE1 2AU the following Resolutions were duly passed, in the case of Resolutions 1 to and 5 as Ordinary Resolutions and, in the case of Resolutions 6 to 8 as Special Resolutions -

Ordinary Resolutions

- 1 THAT the proposed acquisition (the "Acquisition") by the Company of the entire issued share capital of Crawshaw Group Limited ("Crawshaw"), on the terms of the agreement entered into between the Company (1), and Richard Rose, Colin Crawshaw, Kevin Boyd, Russell Davies, Martin Wilson, John Kelly, Tom Spencer, Simon Stephenson, Andrew Richardson, Sagemoss Holdings Limited and Unicorn Asset Management Limited (together the "Vendors") (2) (the "Acquisition Agreement") described in the Admission Document sent to shareholders of the Company dated 18 March 2008 (the "Admission Document") be and is hereby approved for the purpose of Rule 14 of the AIM Rules for Companies and that the board of directors of the Company (or a duly constituted committee of that board) (the "Board") be and is hereby authorised to waive, amend, vary or extend any of the terms and conditions of the Acquisition and/or the Acquisition Agreement (but not to any material extent) and do all such things as it may consider necessary or desirable in connection with the Acquisition
- 2 THAT conditional upon Resolution 1 having been duly passed, the acquisition by the Company of the entire issued share capital of Crawshaw from the Vendors, who include Richard Rose (a director of the Company), in accordance with the terms of the Acquisition Agreement is in the best interests of the Company and the entering into (and implementation) of the Acquisition Agreement by the Company be and is hereby approved for the purposes of section 190(1) of the Companies Act 2006 (substantial property transactions)
- 3 THAT conditional upon Resolutions 1 and 2 having been duly passed, the waiver by the Panel on Takeovers and Mergers of the obligation of the Concert Party (as defined in the Admission Document) or any member thereof to make a general cash offer for the whole of the enlarged issued share capital of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of the issue of the Consideration Shares and the exercise of the Concert Party Options (as defined in the Admission Document) giving the Concert Party a maximum interest in the Company of 39.37 per cent. As described in the Admission Document of which this notice forms part, be and is hereby approved
- 4 THAT the rules of the Crawshaw Group plc 2008 Savings Related Share Option Plan (the "SAYE plan") the main features of which are summarised in paragraph 9 of Part 6 of the Admission Document and the draft rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be and

THURSDAY



LOVUGYR3

LD1

10/04/2008

90

COMPANIES HOUSE

WE CERTIFY THIS TO BE A TRUE AND COMPLETE PHOTOGRAPHIC COPY OF THE ORIGINAL

LAWRENCE GRAHAM LLP SOLICITORS
4 MORE LONDON RIVERSIDE LONDON SE1 2AU
DATE 10/04/08

are hereby approved and adopted by the Company (subject to such modification, if any, as may be necessary to obtain the approval of the Board of HM Revenue and Customs within the terms of the Income Tax (Earnings and Pensions Act) 2003) and the directors of the Company (the "Directors") be and are hereby authorised to do all other acts and things which they may consider expedient to carry the same into effect

5 THAT the rules of the Felix Group Plc Enterprise Management Incentive Scheme adopted by the Company on 14 July 2006 (the "EMI Scheme") be and are hereby amended as follows

- (i) the definition of "Option Exercise Period" shall be amended to a period starting two years from the date of grant and the exercise provisions within the EMI Scheme shall be amended to reflect this,
- (ii) the provisions at Rule 10 shall be amended to enable options to be exercised immediately prior to a change of control, and
- (iii) the individual limit at Rule 5 1 shall be amended to exclude options granted pursuant to Schedule 3 of Income Tax (Earnings and Pensions Act) 2003

Special Resolutions

6 THAT conditional upon Resolutions 1 to 3 having been duly passed

6 1 each of the issued ordinary shares of 1p in the capital of the Company be and are hereby sub-divided into one ordinary share of 0 1p and one deferred share of 0 9p (each a "Deferred Share"),

6 2 every 50 of the issued ordinary shares of 0 1p each arising pursuant to paragraph 6 1 above be and are hereby consolidated into one new ordinary share of 5p each in the capital of the Company (each a "New Ordinary Share") provided that no shareholder shall be entitled to receive a fraction of a New Ordinary Share as a result of such consolidation and any such fractions arising shall themselves be consolidated together into New Ordinary Shares and the Board is authorised hereby to sell all such New Ordinary Shares arising and to retain the net proceeds thereof for the benefit of the Company,

6 3 every five authorised but unissued ordinary shares of 1p be and are hereby consolidated and redesignated into one New Ordinary Share of 5p,

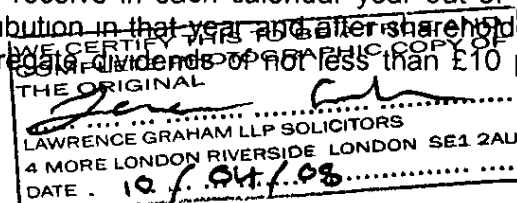
6 4 the New Ordinary Shares to have the rights, and be subject to the restrictions, currently vested in the existing ordinary shares of 1p each in the share capital of the Company (and following the passing of the Resolution of paragraph 6 8 below, in the New Articles) and the Deferred Shares to have the following rights and be subject to the following restrictions

"Return of capital

On a winding-up of the Company, after the distribution of £1 million in respect of each New Ordinary Share, there shall be distributed amongst the holders of the Deferred Shares an amount equal to the nominal value of the Deferred Shares

Dividends

The Deferred Shares shall be entitled to receive in each calendar year out of the profits of the Company available for distribution in that year and after shareholders have received in that calendar year aggregate dividends of not less than £10 per



New Ordinary Share, a fixed non-cumulative dividend at the rate of 0.01 per cent Per annum on the capital for the time being paid up on each Deferred Share

Purchase

The Company may purchase, in accordance with the Companies Act 1985 (the "1985 Act"), all the Deferred Shares in issue at any time at an aggregate price of £1 out of the profits of the Company which would otherwise be available for distribution or out of the proceeds of a fresh issue of shares. Pending such purchase, each holder of Deferred Shares will be deemed to have irrevocably authorised the Company, at any time

- 6.4.1 to appoint any person to execute (on behalf of the holders of the Deferred Shares) a transfer thereof and/or an agreement to transfer the same for no consideration to the Company or to such a person or persons as the Company may determine as custodian thereof, and
- 6.4.2 pending such transfer, to retain the certificate for the Deferred Shares

Voting

The Deferred Shares will not confer on the holders thereof any entitlement to receive notice of or to attend or vote at any general meetings of the Company

Further participation

Except as provided above, the Deferred Shares shall carry no right to participate in the profits or assets of the Company

Variation of rights

None of the rights or restrictions attached to such Deferred Shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a special resolution to reduce the capital paid upon, and to cancel, such Deferred Shares) "

- 6.5 the authorised share capital of the Company be and is hereby increased from £5,000,000 to £7,000,000 by the creation of an additional 40,000,000 New Ordinary Shares,
- 6.6 in substitution for all previous authorities which are hereby revoked the Directors be and they are hereby generally and unconditionally authorised (in substitution for any existing such powers) for the purposes of section 80 of the 1985 Act to exercise all the powers of the Company to allot relevant securities
- 6.6.1 up to an aggregate nominal amount of £2,093,335.35 in connection with the Acquisition and/or the Subscription (as such term is defined in the Admission Document), and
- 6.6.2 otherwise than pursuant to sub-paragraph 6.6.1 up to an aggregate nominal amount of £770,233,

provided that this authority, shall expire 15 months from the date of this Resolution or at the Company's next Annual General Meeting if earlier and that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the

WE CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL

Lawrence Graham

LAWRENCE GRAHAM LLP SOLICITORS
4 MORE LONDON RIVERSIDE LONDON SE1 2AF
DATE 10/04/08

authority conferred hereby has expired and in this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the 1985 Act, and

6 7 in substitution for all previous authorities which are hereby revoked the Directors be and they are hereby empowered (in substitution for any existing such powers) pursuant to section 95 of the 1985 Act to allot equity securities for cash pursuant to the authority conferred by sub-paragraph 6 6 as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities

6 7 1 up to an aggregate nominal amount of £533,335 35 in connection with the Subscription,

6 7 2 in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and

6 7 3 otherwise than pursuant to sub-paragraphs 6 7 1 or 6 7 2 above up to an aggregate nominal amount of £233,400,

provided that this authority shall expire 15 months from the date of this Resolution or at the Company's next Annual General Meeting if earlier, and that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired and in this Resolution the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the 1985 Act, and

6 8 the regulations contained in the printed document produced to the meeting and by the Chairman for the purposes of identification be and the same are hereby approved and adopted as the New Articles of Association of the Company in substitution for the existing articles of association

7 THAT conditional upon Resolution 6 having been duly passed and subject to the sanction of the Court

7 1 the capital of the Company be reduced by cancelling and extinguishing altogether the 240,676,350 issued Deferred Shares of 0 9p each, and

7 2 the amount standing to the credit of the share premium account of the Company (as increased by the issue of the Consideration Shares and the Subscription Shares (as defined in the Admission Document)) be cancelled

8 THAT conditional upon Resolutions 1 to 3 having been duly passed, the name of the Company be changed to "Crawshaw Group plc"

P. E. Kureg

CHAIRMAN

