

ALFORD TRAFFIC SERVICES (2003) LIMITED

COMPANY NUMBER: 04850637

ORDINARY RESOLUTION

The following ordinary resolution of the Company was passed at the General Meeting of the Company held on 19th October 2009 at The Haulage Yard, Beechings Way, Alford, LN13 9JE:

That the authorised share capital of the Company be increased from £1,000 to £1,100 by the creation of 100 "C" Ordinary Shares of £1 each and that a revised Section 3 of the Articles of Association (given below) be adopted.

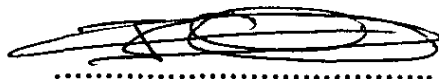
The revised section 3 of the Articles of Association is as follows:

3. SHARE CAPITAL

3.1 TO 3.9

We being all the shareholders of the Company verify that the above ordinary resolution was passed by the Company at the General Meeting held on 19th October 2009,

MR. J. GRAVES


.....

19 OCTOBER 2009

MRS. A. RANDALL

..........

19 OCTOBER 2009

MONDAY



ADJD5EFH

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26/10/2009

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COMPANIES HOUSE

ALFORD TRAFFIC SERVICES (2003) LIMITED

COMPANY NUMBER: 04850637

3. SHARE CAPITAL

- 3.1 The authorised share capital of the Company is £1,100 divided into 800 "A" Ordinary Shares of £1 each and 200 "B" Ordinary Shares of £1 each and 100 "C" Ordinary Shares of £1 each.
- 3.2 The "B" Ordinary Shares shall rank pari passu in all respects with the "A" Ordinary Shares in the capital of the Company save that the directors shall be entitled to recommend the declaration of a dividend or other distribution of profits in respect of the "A" Ordinary Shares without being obliged to recommend the declaration of a dividend or other distribution of profits in respect of the "B" Ordinary Shares and vice versa.
- 3.3 The "C" Ordinary Shares shall rank pari passu in all respect with the "A" Ordinary Shares and "B" Ordinary Shares in the capital of the Company save that the directors shall be entitled to recommend the declaration of a dividend or other distribution of profits in respect of the "A" Ordinary Shares or the "B" Ordinary Shares without being obliged to recommend the declaration of a dividend or other distribution of profits in respect of the "C" Ordinary Shares and vice versa and save that the "C" Ordinary Shares shall have no voting rights in any of the Company's affairs including any form of Company meeting or resolution and save that the "C" Ordinary Shares will carry an entitlement only to repayment of par value in a winding up of the Company and not in any event to a share of the assets of the Company or a distribution of capital by the Company.
- 3.4 No share shall be issued at a discount or otherwise be issued in breach of the provisions of these Articles of the Act.
- 3.5 Any shares which the directors propose to issue after the date of the adoption of these Articles shall first be offered to the members holding the same class of shares which are proposed to be issued as nearly as may be to the number of existing shares held by them unless the Company in a general meeting shall by Special Resolution decide otherwise.
- 3.6 The offer shall be made by notice specifying the number of shares and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportions aforesaid to the persons who have, within the same period, accepted all of the shares offered to them. Such further offer shall be made in like terms in the same manner and limited by a like period as the original offer.

- 3.7 Any shares not accepted pursuant to such offer or further offer or not capable of being offered as aforesaid and any shares released from the provisions of this Article by a Special Resolution as aforesaid, shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the members.
- 3.8 The shares of the Company, for the time being un-issued, whether forming part of its original capital or not, shall be at the disposal of the directors who may for a period of five years from the date of incorporation or adoption of these Articles, whichever shall expire last, and afterwards with the previous sanction of an ordinary resolution, allot, grant options over or otherwise dispose of the shares to such person, at such times and on such terms as they shall think proper subject to these Articles.
- 3.9 Regulation 4 of Table A and in accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.