PRIVATE COMPANY LIMITED BY SHARES

Written resolution of:

Name of Company: STARKIE & PALMER [MARKET HARBOROUGH] LIMITED

Company No:

6088945

Passed

10 JUNE 2009

In accordance with regulation 53 of Table A which forms part of the Articles of Association of the Company we, the undersigned, being all the members of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolution and agree it shall be as valid and effective as if passed at a general meeting of the Company duly convened and held:

- 1 THAT the authorised share capital of the company now consisting of 1,000 ordinary shares, be divided into the following:-
 - 500 A ordinary £1 shares with the right to vote on all matters and to receive a dividend
 - 500 'B' ordinary £1 shares with the right to receive dividends but with no voting rights or any rights in the event of a winding up of the company
- 2 THAT, pursuant to the Companies Act 1985, section 80, the Board be and is hereby unconditionally authorised at any time within five years from the date hereof to allot shares in the company up to an aggregate maximum nominal value of £1,000
- 3 THAT the Board be and is hereby empowered to allot shares of any class up to a nominal value of £1,000 in proportion to existing holdings at any time up to the conclusion of the annual general meeting for 2018

MEMBERS' SIGNATURE:

S L REST

R E REST

DATE OF SIGNATURE:

17° June 2009

176/2009

THURSDAY



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