

Company Number: 06633377

PRIVATE COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION

of

ABLE AND HOW LIMITED

(Company)

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COMPANIES HOUSE

On, 20 December 2011 the following ordinary resolutions and special resolutions were passed as ordinary resolutions and special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (**Act**)

Ordinary resolutions

- 1 THAT, the Conflicts referred to in the attached letter from David Ferrabee and Paul Michael Arnold be and hereby are authorised.
- 2 THAT the Directors are generally and unconditionally authorised for the purposes of section 551 of the Act, to allot shares (up to the amount of the authorised share capital of the Company) at any time or times during the period of five years from the date of this resolution and the Directors may, after that period, allot any shares under this authority in pursuance of an offer or agreement so to do made by the Company within that period This authority may at any time (subject to section 551 of the Act) be renewed, revoked or varied by Ordinary Resolution

Special resolutions

3. THAT 2,000 Ordinary Shares of £0.50 each of the Company's unissued authorised share capital be and hereby are sub-divided into 100,000 Ordinary Shares of £0.01 each, each having the rights attached to them as set out in the Company's Articles of Association.
- 4 THAT subject to the passing of resolution 2 above and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority

FOR	AGAINST
X	
X	
X	

conferred by the resolution above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall

be limited to the allotment of equity securities up to the amount of the authorised share capital of the Company; and

expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save 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 by this resolution has expired.

FOR	AGAINST
X	



Director