

**Written Resolution of VLOC Holdings Limited (the Company)  
(Company Registration Number )**

**Circulation Date 21st January 2009**

**Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the sole director of the Company proposes that resolutions are passed in the case of resolutions 1 + 2 + 4 as ordinary resolutions of the Company and in the case of resolutions 3 + 5 as a special resolution of the Company.**

**Resolutions**

1. That the authorised share capital of the Company be increased by £54,000 by the creation of 54,000 ordinary shares of one pound each in the capital of the Company. Such new ordinary shares to rank pari pasu with the existing shares of the Company.
2. That the enlarged authorised share capital of the Company be redesignated as:-
 

22,250 A Ordinary Shares.  
11,000 B Ordinary Shares.  
21,750 C Ordinary Shares
3. That for the purposes of Section 80 Companies At 1985 (and so that expressions used in this resolution shall bear the same meaning as in the said Section 80)
  - a) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £54,999 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of the resolution.
  - b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by the resolution.

So that all previous authorities of the Directors pursuant to the said Section 80 be and are hereby resolved.

4. That the Directors be and are hereby permitted to authorise any conflict or potential conflict situation proposed to them under S.175(5)(a) of the Companies Act 2006, such authorisation to be given subject to the 2006 Act on such terms and conditions as may be set out in the Company's Articles of Association from time to time or authorise as it's Directors shall think fit. ...

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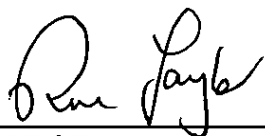
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5. That subject to the passing of resolution 3 above and in accordance with Section 95 of the Companies Act 1985 (the "Act") the Directors be and are hereby empowered to allot equity securities (as defined in sub-section (2) of Section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution up to a maximum nominal value of £54,999 as if sub-section (1) or Section 89 of the Act did not apply at any time or times.

I the undersigned being the sole member entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions



R M TAYLOR

January 2009