

The Companies Act 2006

Company limited by shares

A G CASSWELL LIMITED

WEDNESDAY



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12/05/2010

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COMPANIES HOUSE

**Resolutions in writing of the eligible members of the company
passed in accordance with section 288 of the Companies Act 2006**

We, the undersigned, being the required majority of eligible members resolve as follows

Ordinary resolutions

- 1 That 85 issued ordinary shares of £1 in the name of Anthony Geoffrey Casswell be and are re-designated as 85 "A" shares of £1 having the rights and conditions set out in the amendments to the articles to be adopted by resolution 3 below
- 2 That 15 issued ordinary shares of £1 in the name of Caroline Dionne Casswell be and are re-designated as 15 "B" shares of £1 having the rights and conditions set out in the amendments to the articles to be adopted by resolution 3 below

Special resolutions

- 3 That the articles of association be amended in the manner following that is to say
 - (i) by deleting the present Article 8.1 (a) to (g) and adopting new Article 8 1 to 8 7 as follows -
 - 8 1 The Company's share capital that the directors are authorised to issue in accordance with the provisions of Article 8.4 below is £1000 divided into 850 "A" shares of £1 each and 150 "B" shares of £1 each The said "A" shares and "B" shares rank pari passu save as set out herein
 - 8 2 All shares of whatever class shall be under the control of the directors who may (subject to section 551 of the Act and to Article 8 4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
 - 8 3 In accordance with section 567 of the Act sections 561 and 562 of the Act shall not apply to the company
 - 8 4 The directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital stated in Article 8.1 above at any time or times during the period of 5 years from the date of adoption of these Articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of any offer or agreement so to do made by the Company within that period The authority hereby given may at any time (subject to the said section 551) be renewed, revoked or varied by ordinary resolution

8.5 Shares may be issued as nil, partly or fully paid

8 6 (a) Every ordinary resolution by which a dividend is declared shall direct that such dividend be paid in respect of one or more classes of shares to the exclusion of the other classes or in respect of all classes of shares

(b) Where a dividend is declared in respect of more than one class of shares the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank pari passu in all respects as if they constituted one class of shares

(c) When paying interim dividends the directors may make payments to one or more classes of shares to the exclusion of the other classes or to all classes of shares When making such payments the directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable

(d) Model Articles 30 and 36 shall be modified accordingly

8 7 On a winding up or other repayment of capital, the assets of the Company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up, shall be applied in repaying the sums paid up or credited as paid up on all the issued shares without distinction as to class. The residue (if any) shall be divided among the holders of the issued shares in proportion to the nominal amount paid up or credited as paid up on such shares without distinction as to class.

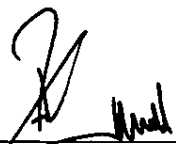
(ii) by deleting in the present Article 15 2, the words 'Subject to Article 15 2(b)' and by substituting the words 'Except as otherwise provided by these Articles or the rights attached to the shares,'.

(iii) by inserting at 17.1, the words 'Except as otherwise provided by these Articles or the rights attached to the shares:-'.

(iv) by inserting at 18 1, the words 'Except as otherwise provided by these Articles or by the rights attached to shares "'

Dated

02/04/2010



Name Anthony Geoffrey Casswell



Name Caroline Dionne Casswell