

Company No: 2673822

The Companies Act 1985

REGISTERED
12 APR 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
PANTHER DESIGN SERVICES LIMITED
("the Company")

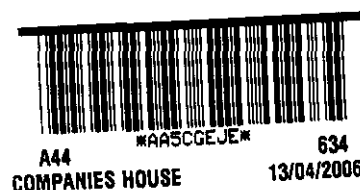
Passed 3rd April 2006

We the undersigned, being all the Members of the Company entitled to attend and vote hereby pass the following resolutions as special resolutions of the Company respectively in accordance with regulation 53 of Table A, Section 381A of the Companies Act 1985 and all other powers in that regard and agree for all purposes that the said resolutions shall be valid and effective as if passed at general meeting of the Company duly convened and held: -

SPECIAL RESOLUTIONS

- 1 That the 1000 shares of £1 each in the share capital of the Company be redesignated as "A" shares of £1 each.
- 2 That the share capital of the Company be increased from £1000 to £10,000 by the creation of 1000 additional Ordinary "A" shares of £1 each, 2000 Ordinary "B" shares of £1 each, 2000 Ordinary "C" shares of £1 each, 2000 Ordinary "D" shares of £1 each and 2000 Ordinary "E" shares of £1 each.
- 3 That with effect from the passing of these resolutions the provisions of the Articles of Association of the Company are amended by the addition of Article 6A Article 6B and Article 6C in the following form:

"6(A) The Company's share capital is £10,000 divided into 2000 Ordinary 'A' shares of £1 each, 2000 Ordinary 'B' shares of £1 each, 2000 Ordinary 'C' shares of £1 each, 2000 Ordinary 'D' shares of £1 each and 2000 Ordinary 'E' shares of £1 each.



6(B) The holders of 'A' shares and the holders of 'B' shares and the holders of 'C' shares and the holders of 'D' shares and the holders of 'E' shares shall be entitled to receive notice of and attend and vote at any General Meeting of the Company.


6(C) The holders of 'A' shares and the holders of 'B' shares and the holders of 'C' shares and the holders of 'D' shares and the holders of 'E' shares shall be entitled to dividends at the discretion of the Directors and in the event of winding up the 'A' shares and the 'B' shares and the 'C' shares and the 'D' shares and the 'E' shares shall rank pari passu for all purposes"


4 That with effect from the passing of these resolutions the provisions of the Articles of Association of the Company are amended by the addition of Article 9(2) in the following form:

"9(2) A member desiring to transfer shares of a given class of shares otherwise than to a person who is already a member of the Company holding shares of the same class shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company holding shares of the same class at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner they may think fit within three months from the date of the said notice. Where the Company has no auditor, an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price."

Subject to and conditional upon the passing of resolutions 1 and 2 above:

5 That with effect from the passing of these resolutions, shares shall be issued as follows: Robert John Panther shall be issued 98 Ordinary 'A' shares of £1 each, 1 Ordinary 'B' share of £1 each, 21 Ordinary 'C' shares of £1 each, 21 Ordinary 'D' shares of £1 each and 21 Ordinary 'E' shares of £1 each and Cynthia Janet Panther shall be issued 99 Ordinary 'B' shares of £1 each.

Signed 
RJ Panther

Signed 
CJ Panther