

THE COMPANIES ACT 1985 TO 1989

ORDINARY & SPECIAL RESOLUTION

OF

MATTA CONSULTING LIMITED

Company Number: 03629907

At an Extraordinary General Meeting of the Company held at:

The Island House, Midsomer Norton, Radstock, Somerset, BA3 2DZ

On the 27th day of October 2005 at 9.30am

The following resolution was passed as an Ordinary Resolution

1. **THAT** the authorised Share Capital of the Company be increased from £1,100 to £1,200 by the creation of 100 new 'C' Ordinary Shares of £1 each.
2. **THAT** the Directors are unconditionally authorised pursuant to S.80 of the Companies Act 1985 to allot all shares in the authorised Share Capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.

SPECIAL RESOLUTION

The following Resolution was passed as a Special Resolution:

1. **THAT** the attached new article 2 be inserted into the Articles of Association and all subsequent articles renumbered accordingly.

Dated this 31.10..... day of ...2005.....

.....Secretary



2. (A) The Authorised Share Capital of the Company is £1,200 divided into 1,000 Ordinary "A" Shares of £1 each, 100 Ordinary "B" Shares of £1 each and 100 Ordinary "C" Shares of £1 each.
- (B) (I) The holders of the "B" and "C" Shares shall not be entitled to receive notice of meetings of or to attend or vote at General Meetings. In the event of a winding up the Assets of the Company (including uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of the winding up shall be applied in repayment of the Capital paid up or credited as paid up on the "A" Ordinary Shares only and the residue (if any) shall be divided among the holders of the "A" Ordinary Shares in proportion to the nominal amount paid up or credited as paid upon such shares. The holders of the "B" and "C" Shares shall receive no payment in the event of winding up other than the nominal amount paid up or credited as paid up on such Share.
- (II) The Profits of the Company available for distribution shall be applied, as between the holders of all Shares, in such amounts and in such manner, as decided by the Company in General Meeting.
- (C) The power of the Company conferred by Section 121 of the Act to increase its Authorised Share Capital by the new resolution shall not be exercised upon unless any new Shares thereby created shall be created as "A", "B" and "C" Shares in equal proportion.
- (D) No Shares of either class shall be allotted otherwise than to members already holding Shares of the same class without prior written agreement of all Members of the Company.