

*Liquidate Res  
Special  
Resolution -  
"in Specie"*

## RESOLUTIONS

Pursuant to Part 13 of the Companies Act 2006 and Section 84(1)(b) of the Insolvency Act 1986

### AXIS VENTURA LIMITED

REGISTERED COMPANY NUMBER: 05493553 (Registered in England & Wales)

Passed 21 December 2010

At a General Meeting of the members of the above-named Company duly convened and held on 21 December 2010 at Blackfriars House, Parsonage, Manchester M3 2JA the following resolutions were duly passed

- (a) AS A SPECIAL RESOLUTION that the Company be wound up voluntarily
- (b) AS AN ORDINARY RESOLUTION that Gary Bell of Bell Advisory LLP of Tenth Floor, 3 Hardman Street, Spinningfields, Manchester M3 3HF be and are hereby appointed as liquidator for the purposes of such winding up
- (c) AS A SPECIAL RESOLUTION that the liquidator be authorised under the provisions of section 165 of the Insolvency Act 1986 to exercise the powers laid down in paragraphs 2 and 3 of Schedule 4 to the Insolvency Act 1986 namely, to make compromises with those who may have claims against the Company and those against whom the Company may have claims
- (d) AS A SPECIAL RESOLUTION that the articles of association of the Company be and are hereby altered in accordance with section 21 of the Companies Act 2006 to include the provisions of Regulation 117 of Table A of the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007
- (e) AS A SPECIAL RESOLUTION that the liquidator be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company
- (f) AS AN ORDINARY RESOLUTION that the liquidator be entitled to receive remuneration for his services as such by reference to the time properly given by him and his staff in attending to matters arising in the winding up, including pre liquidation time

Signature (1)



Description Paul Ruocco, Chairman

### NOTES

- (1) This form should be signed by the Chairman of the meeting at which the resolutions were passed, or by a Director or the Secretary of the Company

**This copy of the resolutions must be filed with the Registrar of Companies within 15 days after they were passed**

Presented by

*Paul Llewellyn. ACCL*

Paul Llewellyn

Presenter's Reference

*A002/CB*

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24/12/2010  
COMPANIES HOUSE