

Company No. 3196952

THE COMPANIES ACTS 1948 TO 1989

WRITTEN RESOLUTIONS OF A. F. S. SYSTEMS LIMITED

Written resolutions of the members of the above named company taking effect as ordinary and special resolutions pursuant to the company's Articles of Association and the Companies Act 1948 to 1985.

We the undersigned, together being all the members of the above named company entitled to attend and vote at general meetings of the above named company in accordance with Part II of Table A of the Companies Act 1948 and pursuant to Section 381A of the Companies Act 1985, hereby resolve as follows:

Ordinary Resolution

That the authorised share capital be and hereby is increased from £1,000 to £100,000 by the creation of 99,000 ordinary shares of £1 each ranking pari passu in all respects with such shares already in issue as set out in the company's Articles of Association.

Special Resolution

That the provisions of the Memorandum of Association of the company be amended with regard to the share capital of the company by deleting clause 5 and substituting therefore the following:
"That the share capital of the company is £100,000 divided into 100,000 ordinary shares of £1 each."

Ordinary Resolution

That the directors of the company be and they are hereby generally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the company to allot relevant securities (as defined by Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £100,000 at any time from the date on which this resolution is passed.

And we, the undersigned, hereby consent to all such variations and abrogations in the rights attaching to the shares held by us as may be inherent in or result from the passing of the above resolutions.

Taking effect as resolutions on the last date of signature set out below a copy having been sent to the company's accountants before being delivered to the members for signature.

Signed

R. Eversham



Date 22/11/85

E. M. Eversham



Date 22/11/85



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COMPANIES HOUSE

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Company Number: 3196952

A. F. S. SYSTEMS LIMITED

Minutes of a meeting of directors held at the registered office of the company on 22nd December, 2003 at 10.00am.

Present: R. Eversham
E. M. Eversham

It was noted that the meeting had been duly convened due notice thereof having been given to all the Directors and that a quorum of Directors was present. Those present declared their interests in accordance with Section 317 of the Companies Act and the company's Articles of Association in the matters to be transacted at the meeting, in that it was concerned with:

1. A proposed increase in the company's authorised share capital from 1,000 ordinary shares of £1 each to 100,000 ordinary shares of £1 each.
2. Proposed amendments of the company's Memorandum of Association to reflect the increase in the authorised share capital referred to in 1. above.
3. Proposed authorisation for the directors to issue relevant securities in the capital of the company.

It was noted that notwithstanding such personal interests, the directors could vote and be counted in reckoning a quorum for the purposes of the meeting.

There was produced to the meeting a form of written resolutions of the members of the company intended to be submitted to the members for signature in order to effect the proposed changes outlined in 1 to 3 above. After due consideration, the written resolutions were approved for submission to the members. It was noted that a copy should also be supplied to the company's accountants pursuant to Section 381B Companies Act 1985, which was also done.

The meeting then adjourned to enable the written resolutions to be signed by the members.



Chairman

Company No: 3196952

A. F. S. SYSTEMS LIMITED

Minutes of a meeting of directors held at the registered office of the company on 22nd December, 2003 at 11.00am.

Present: R. Eversham
E. M. Eversham

The Company Secretary produced to the meeting copies of the written resolutions signed by the members of the company.

It was resolved that pursuant to the authority given by the written resolutions referred to above:

1. The authorised share capital of the company be increased from 1,000 to 100,000 ordinary shares of £1 by the creation of 99,000 ordinary shares each ranking pari passu in all respects with the existing share capital of the company.
2. The provisions of the Memorandum of Association of the company be amended with regard to the share capital of the company by deleting clause 5 and substituting therefore the following:
"That the share capital of the company is £100,000 divided into 100,000 ordinary shares of £1 each."
3. The directors of the company be authorised to allocate relevant securities up to an aggregate nominal amount of £100,000.

The Company Secretary was instructed to file with the Registrar of Companies a copy of the written resolutions together with the amended Memorandum of Association of the company and with Companies House form 123.



Chairman