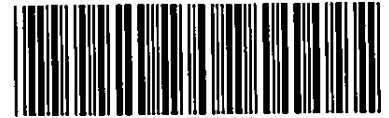


SURESWIFT INTERNATIONAL LIMITED

Company number: 05214965

Circulation Date: Monday 26 April 2010

THURSDAY



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COMPANIES HOUSE

WRITTEN RESOLUTIONS OF MEMBERS

We, the undersigned, being all the members of Sureswift International Limited ('the Company') who (at the date of this resolution) would be regarded for the purpose of section 288 of the Companies Act 2006 (the 'Act') as entitled to attend and vote at any general meeting of the Company hereby agree pursuant to Chapter 2 of Part 13 of the Act that the following written resolutions (which would otherwise be required to be passed as Ordinary Resolutions) be passed and shall be valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held

A. Creation of New Preference Shares

1 That the Company be empowered to issue 500,000 preference shares of £1 each ('the Preference Shares'), conferring the following rights on their holders

1 Rights as to income

1 1 The holders of the Preference Shares as a class have the right to a fixed cumulative preferential dividend at the rate of 5% per year on the net profits of the Company to be paid, to the extent that there are profits available for distribution, annually on the date falling six months after the end of the Company's accounting year in each year in respect of the profits of the Company in that accounting year

1 2 For the purposes of Clause 1 1 above net profit means the profit of the Company after taxation subject to sufficient retained distributable reserves

2 Rights as to capital

On a winding-up or other return of capital, the holder of any of the Preference Shares has the right to repayment, in priority to any payment to the holders of any other

shares in the capital of the Company, of the following sums in respect of the Preference Shares which he holds

2 1 the amounts paid up on the shares and

2 2 any arrears or accruals of the fixed dividend on the shares, whether or not declared or earned, calculated down to the date of the repayment

3 Rights as to voting at general meetings

3 1 The holder of any of the Preference Shares has the right to receive notice of, to be present, and to speak and vote, either in person or by proxy, at any general meeting of the Company in the following circumstances

3 1 1 where, at the date of the notice convening the meeting or of a requisition to convene it if this is earlier, the fixed preferential dividend is in arrears for more than two months after any date fixed for its payment disregarding for this purpose whether the Company is prevented by law from paying the dividend, or

3 1 2 the meeting is convened to consider the Company's purchase of any of its own shares, or a reduction of its capital, or

3 1 3 the proposition to be submitted to the meeting abrogates or varies or otherwise directly effects the special rights and privileges attached to the Preference Shares

3 2 In addition, the holder of any of the Preference Shares has the right to receive notice of and to be present, and to speak, either in person or by proxy, at any general meeting of the Company if any resolution is proposed for the winding up of the Company, in which case the holder may only vote on the resolution for winding up, on the election of a chairman and on any motion for adjournment

3 3 The holder of any of the Preference Shares present in person or by proxy shall have one vote on a show of hands, and in the case of a poll one vote for every Preference Share which he holds

4 Rights as voting on written resolution

The holder of any of the Preference Shares has the right to vote on a written resolution

- 4 1 where, at the date of the circulation of the written resolution or of a requisition for its circulation if this is earlier, the fixed preferential dividend is in arrears for more than two months after any date fixed for its payment disregarding for this purpose whether the Company is prevented by law from paying the dividend, or
- 4 2 if one or both of the sets of circumstances set out in paragraphs 3 1 2 or 3 1 3 would have applied had the resolution been proposed at a general meeting, or
- 4 3 where the written resolution is for the winding up of the Company

5 Exclusion of other rights

The Preference Shares shall confer no further rights to vote or to participate in the profits or the assets of the Company apart from those set out above

B. Authority to Allot Shares

- 1 That, in accordance with Section 551 of the Act, the directors are specifically authorised until the date of the next annual general meeting of the Company to exercise all the powers of the Company to allot preference shares in the Company but the maximum aggregate nominal amount of preference shares which may be allotted in accordance with this authority shall be £500,000 00
- 2 This authority is given and the Company may vary or revoke it by an ordinary resolution

C Amendment of the Existing Articles of the Company

- 1 That the existing reference to an authorised share capital of the Company of £100 00 be removed and shall no longer restrict the ability to issue shares in the Company

Dated the

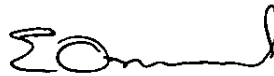
26 day of April

2010

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Ordinary Resolutions

Signed by E.G. OXNARD 

Date

29/04/10

Signed by JOANNA OXNARD 

Date

29/04/10

Signed by P.L. CHAPMAN 

Date

29.04.2010.

NOTES

1 If you agree to the Ordinary Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to c/o Afford Bond LLP, 31 Wellington Road, Nantwich CW5 7ED reference JGC
- **Post** returning the signed copy by post to c/o Afford Bond LLP, 31 Wellington Road, Nantwich CW5 7ED reference JGC

- **Fax** faxing the signed copy to marked Afford Bond LLP, 31 Wellington Road, Nantwich CW5 7ED on fax number 01270 625841, "For the attention of JGC"

If you do not agree to the Ordinary Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement

3 Unless, within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

