

Company no. 01456233

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

T. S. INTERNATIONAL FREIGHT FORWARDERS LIMITED

Circulation Date 4TH APRIL 2008

On the 4th day of APRIL 2008 the following Written Resolutions were duly passed as Special Resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006

RESOLUTION 1

"That the objects and powers of the Company contained in the existing Memorandum of Association be altered by the addition of the following clause 3(w)·-

"To give such financial assistance directly or indirectly for the purpose of the acquisition of Shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of Shares in the Company or the Company's holding company as may be lawful."

The existing clause 3(w) be renumbered 3(v) "

RESOLUTION 2

"That in connection with the acquisition of the entire issued share capital of the Company by Integral Movements Limited ("the Buyer") and in accordance with section 155(4) of the Companies Act 1985 the Company be and is hereby authorised to give the financial assistance (details of which are set out in the statutory declaration (form 155(6)(a) sworn by the directors of the Company on the date hereof), which statutory declaration and the Auditors' report attached hereto have been considered by us "

RESOLUTION 3

"That the Company be authorised to enter into an agreement for (inter alia) sale and purchase of the Company's book debts with RBS Invoice Finance Limited ("the Bank") pursuant to which the Company will sell (inter alia) and the Bank will purchase the debts and related rights of the Company (the "ID Agreement") "

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RESOLUTION 4

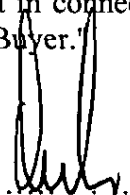
"That the Company be authorised to execute a debenture in favour of the Bank incorporating fixed and floating charges in respect of all the Company's property, undertaking and existing and future assets as security for all monies and liabilities from time to time due, owing or incurred to the Bank "

RESOLUTION 5

"That the Company enter into an intra group loan agreement whereby the Company agrees to provide loans to the Buyer to the extent that the loans can lawfully be paid in order that, amongst other things, the Buyer can fulfil its obligations to the Bank and the vendors of the Company in connection with the acquisition of the Company by the Buyer "

RESOLUTION 6

"That the Company be authorised to sell the entire issued share capital of TFT to TFT Enterprises Limited a company owned by Petronella Maria Coulson and Ronald Coulson, such sale being carried out in connection with the sale of the entire issued share capital of the Company to the Buyer."


Director