

Company Number 00289529

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**THE FINE ART GROUP LIMITED ("the Company")**

2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposes that the following resolutions are passed as a Special Resolutions ("**Special Resolutions**")

(a) **THAT** Regulation 9 of the Articles of Association of the Company be amended so that it shall now read: "Articles 64,66, 72 and 82 of the said Table A shall not apply to the Company"

(b) **THAT** the following be inserted as additional new clauses 10 and 11 respectively:

"10. The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by these Articles and expressed to be vested in the Directors generally

11 Subject to the provisions of the Companies Act 2006 a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration "

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the 18th March 2010, hereby irrevocably agrees to the Resolution:

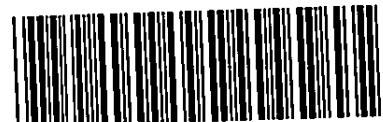
Signed by Purechance Limited

Dated

18 March 2010

**NOTES**

THURSDAY



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25/03/2010

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COMPANIES HOUSE

- 1 If you agree with the Resolution, 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 the Registered Address of the Company

**Post** returning the signed copy by post to the Company Secretary at the Registered Address of the Company

2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
4. Unless, by 28 days from the date of this resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
5. 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
6. 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