

The Companies Acts 1985 to 2006

Company Number: 2987598

Special Resolution

Of

ELITE MOBILE PLC

At an extraordinary General Meeting of the Company held at

Wembley Stadium Industrial Estate, First Way, Wembley, Middlesex, HA9 0TU
on the 27th day of March 2009, the following resolutions were passed as Special Resolutions:

That the Company, being a public company, be re-registered as a private company under Section 53 of the Companies Act 1985 as a private company limited by shares with the name ELITE MOBILE LIMITED and accordingly,

- (a) the Company's Memorandum of Association be altered so that:
 - (i) it states that the name of the Company is "ELITE MOBILE LIMITED"; and
 - (ii) it states that the Company is to be a private company; and
 - (iii) the objects set forth in Clause 4 of the printed document produced to this meeting and for the purposes of identification signed by the Chairman hereof be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, with effect from the date of re-registration of the Company as a private company, and
- (b) that the regulations set forth in the printed document produced to this meeting and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles, with effect from the date of re-registration of the Company as a private company.

Signed 
AJAY GOKANI
Chairman/Director

NOTE: A copy of the existing and proposed Memorandum & Articles of Association in the form referred to in the resolution will be available for inspection at the Registered Office of the Company during business hours on any weekday (Saturdays and Public Holidays excepted) until the day of the meeting and at the meeting. The alterations to the Memorandum comprise the alteration of the name to and the deletion of Clause 2 stating that the Company is a public company.

