

L J & R Footwear Limited
(the "Company")

Company No
2703136

Passed
11 January 2010

The Companies Acts 2006

At a General Meeting of the above-named Company duly convened and held at Shoetree House, Bacup Road, Waterfoot, Rossendale BB4 7HB on 11 January 2010 the following resolutions were duly passed as Ordinary and Special resolutions

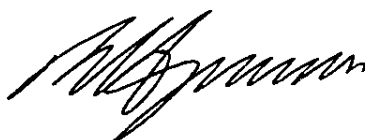
Ordinary Resolutions

- 1 to increase the authorised share capital of the Company from £100,000 00 to £103,000 00 by the creation of 1,000 'A' Ordinary shares of £1 00 each 1,000 'B' Ordinary shares of £1 00 each and 1,000 'C' Ordinary shares of £1 00 each and having the rights and restrictions as set out in the proposed amendment to the Company's Articles of Association,
- 2 to grant the Directors authority to allot shares pursuant to Section 80 of the Companies Act 1985 (as amended), and
- 3 to offer in accordance with the Articles of Association shares for sale and allotment to be fully paid for cash at par to all the members as of right pro rata their holdings of the same class registered at the date of passing this resolution by renounceable letters of allotment in the form then produced and approved, and

Special Resolutions

- 4 to amend the Memorandum of Association of the Company by deleting the current Clause 5 and inserting therein as a new Clause 5 the attached new Clause 5 namely, "The company's share capital is £103,000 divided into 100,000 Ordinary Shares, 1,000 'A' Ordinary Shares, 1,000 'B' Ordinary Shares and 1,000 'C' Ordinary Shares which, for the purpose of identification, has been initialled by the Chairman
- 5 to amend the Articles of Association of the Company by inserting a new Article 2, namely, "The authorised share capital of the Company is £103,000 00 divided into 100,000 Ordinary shares of £1 00 each, 1,000 'A' Ordinary shares of £1 00 each 1,000 'B' Ordinary shares of £1 00 each and 1,000 'C' Ordinary shares of £1 00 each The shares of the said classes shall rank pari passu in all respects save that with regard to entitlement to dividend the directors may at any one time resolve to declare a separate dividend on one or more classes of share "

By Order Of The Board



Dated

11/1/2010

FRIDAY



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19/02/2010

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COMPANIES HOUSE