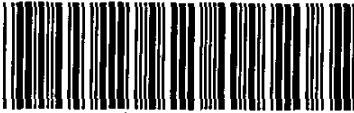


Company Number 01633942

FRIDAY



R1CL36A3
RC2 06/07/2012 #50
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ABLE SYSTEMS LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be proposed as a special resolution (the "Special Resolution") and as an ordinary resolution (the "Ordinary Resolution")

SPECIAL RESOLUTION

That the name of the Company be changed with immediate effect to ABLE SYSTEMS (CHESHIRE) LIMITED

ORDINARY RESOLUTION

That the proposed acquisition by the Company's ultimate parent company, Able Systems Group Limited of the business and assets of the Company be approved and that all documentation necessary or desirable in relation thereto be approved

AGREEMENT

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

We, the undersigned, being sole member entitled to vote on the above resolutions on 29 June 2012, hereby irrevocably agree to the Special Resolution and the Ordinary Resolution

for and on behalf of
Able Systems Holdings Limited

Dated 29 June 2012

NOTES

- 1 If you agree to the Special Resolution and the Ordinary 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 Stephen Jarman of Stripes Solicitors, Ship Canal House, King Street, Manchester M2 4WU
 - **Post** returning the signed copy by post to Stephen Jarman of Stripes Solicitors, Ship Canal House, King Street, Manchester M2 4WU

- **Fax** faxing the signed copy to 0161 832 5050 marked "For the attention of Stephen Jarman"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to saj@stripes-solicitors.co.uk Please enter "Written resolutions dated 29 June 2012" in the e-mail subject box

If you do not agree to all of the 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 resolutions, you may not revoke your agreement
- 3 Unless, by July 2012, sufficient agreement has been received for the resolutions to pass, they 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

.....Derek Reginald Way Dated
.....Derek Reginald Way Dated

.....*Ian Kerth*.....Ian Kerth Evans Dated. 29th June 2012

Richard Dane Chaplow.....Richard Dane Chaplow Dated 29/June 2012

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FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1633942

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ABLE SYSTEMS LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

ABLE SYSTEMS (CHESHIRE) LIMITED

Given at Companies House on **25th July 2012**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES