

Co No

2694V

Form IM03

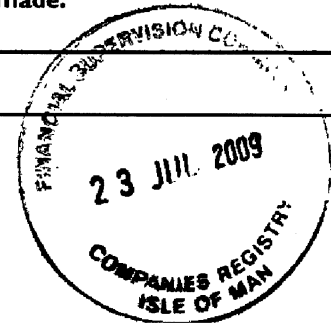
THE COMPANIES ACT 2006

**NOTICE OF AMENDMENT OF MEMORANDUM
AND/OR ARTICLES OF ASSOCIATION**

Pursuant to Section 9 (a)

**NOTE: This Form must be accompanied by a restated Memorandum or Articles
(as the case may be) incorporating the amendment(s) made.**

Company Name:	DOUGLASBAY CAPITAL LIMITED
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1. The above company has amended its:

Articles by Resolution dated the 22 day of July 2009.

2. Details of the amendment(s) made:



Article 52.1 shall read:

"A general meeting shall be convened by not less than 14 days clear notice given either in writing or, where suitable authority has been given by the member, by Electronic Communication."

Article 151.5 shall read:


"A copy of the Director's and Auditor's reports accompanied by copies of the annual accounts (including every document required by law to be comprised in them or annexed or attached to them) shall, not less than 14 clear days before the meeting before which they are to be laid, be delivered or be sent by post or Electronic Communication (where an address has been notified to the company for that purpose) to every member and holder of debentures in the company and to the Auditors and to every other person who is entitled to receive notice of general meetings. However, this Article 151.5 shall not require a copy of those documents to be sent to any person who under the provisions of these Articles, is not entitled to receive notices from the Company or of whose address the company is unaware or to any holder of debentures of whose address the Company is unaware or to more than one of the joint holders of any shares or debentures. Any member to whom such documents are sent shall be entitled to receive a further copy, free of charge, on application at the office. If all or any of the shares in or debentures of the company are listed or dealt in on any stock exchange, there shall at the same time be forwarded to that stock exchange such number of copies of each of those documents as the regulations of that stock exchange may require. The accidental omission to deliver or send a copy of any document required to be delivered or sent to any person pursuant to this Article or the non-receipt of any document by any person entitled to receive it does not invalidate any such document or the proceedings at any general meeting."

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<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
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<p>Signed on behalf of the Company by:</p>  <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <p>Nigel Tebay – Authorised representative of Dickinson Cruickshank Fiduciaries Limited</p> <hr/> <p>(Print Name)</p>	<p>Dated: <u>23 / 07 / 2009</u> (dd) (mm) (yyyy)</p>
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