

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
THE MEMBERS
OF
CARDNET MERCHANT SERVICES LIMITED

DATED 24TH JUNE 1998

Pursuant to section 381A of the Companies Act 1985, all the members of the Company being entitled to attend and vote at any general meeting of the Company, resolved, as a special resolution:

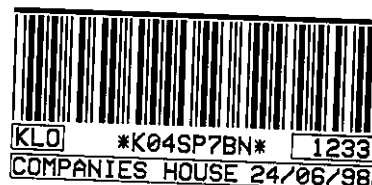
That the articles of association of the Company be altered by the deletion of the existing article 4.2 and the substitution of a new article 4.2 in the following form:

"In the event of a return or distribution of capital, whether upon the winding-up of the company or upon a reduction of capital, a division of assets or otherwise, the assets of the company available for distribution shall be applied in the following manner and order of priority:

- (a) first, in paying to the Deferred Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any));
- (b) secondly, in paying to the Ordinary Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any)); and
- (c) thereafter in distributing the balance amongst the Ordinary Shareholders in proportion to the number of such shares held by each Ordinary Shareholder."

H. B. Rodgers

Secretary



LLOYDS BANK PLC
LLOYDS BANK SUBSIDIARIES LIMITED

CONSENT TO THE AMENDMENT OF
THE ARTICLES OF ASSOCIATION OF
CARDNET MERCHANT SERVICES LIMITED
(the "Company")

We, the undersigned, being the holder of all of the "B" Ordinary Shares in the Company, HEREBY CONSENT to the alteration of the Articles of Association of the Company by the deletion of the existing Article 4.2 and the substitution of a new Article 4.2 in the following form:

"In the event of a return or distribution of capital, whether upon the winding-up of the company or upon a reduction of capital, a division of assets or otherwise, the assets of the company available for distribution shall be applied in the following manner and order of priority:

- (a) first, in paying to the Deferred Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any));
- (b) secondly, in paying to the Ordinary Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any)); and
- (c) thereafter in distributing the balance amongst the Ordinary Shareholders in proportion to the number of such shares held by each Ordinary Shareholder."

Signed.....



Dated 24TH JUNE 1998


For and on behalf of
Lloyds Bank Plc

Signed.....

Dated.....

For and on behalf of
Lloyds Bank Subsidiaries Limited

Certified true copy


.....
H.S. Rodgers
Secretary

**LLOYDS BANK PLC
LLOYDS BANK SUBSIDIARIES LIMITED**

**CONSENT TO THE AMENDMENT OF
THE ARTICLES OF ASSOCIATION OF
CARDNET MERCHANT SERVICES LIMITED
(the "Company")**

We, the undersigned, being the holder of all of the "B" Ordinary Shares in the Company, HEREBY CONSENT to the alteration of the Articles of Association of the Company by the deletion of the existing Article 4.2 and the substitution of a new Article 4.2 in the following form:

"In the event of a return or distribution of capital, whether upon the winding-up of the company or upon a reduction of capital, a division of assets or otherwise, the assets of the company available for distribution shall be applied in the following manner and order of priority:

- (a) first, in paying to the Deferred Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any));
- (b) secondly, in paying to the Ordinary Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any)); and
- (c) thereafter in distributing the balance amongst the Ordinary Shareholders in proportion to the number of such shares held by each Ordinary Shareholder."

Signed.....

Dated.....

For and on behalf of
Lloyds Bank Plc

Signed.....

Dated 24TH JUNE 1998

For and on behalf of
Lloyds Bank Subsidiaries Limited

Certified true copy

H.S. Rodgers

.....
H.S. Rodgers
Secretary

24th June, 1998

LLOYDS TSB GROUP PLC

CONSENT TO THE AMENDMENT OF
THE ARTICLES OF ASSOCIATION OF
CARDNET MERCHANT SERVICES LIMITED
(the "Company")

We, the undersigned, being the holder of all of the Deferred Shares in the Company, HEREBY CONSENT to the alteration of the Articles of Association of the Company by the deletion of the existing Article 4.2 and the substitution of a new Article 4.2 in the following form:

"In the event of a return or distribution of capital, whether upon the winding-up of the company or upon a reduction of capital, a division of assets or otherwise, the assets of the company available for distribution shall be applied in the following manner and order of priority:


- (a) first, in paying to the Deferred Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any));
- (b) secondly, in paying to the Ordinary Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any)); and
- (c) thereafter in distributing the balance amongst the Ordinary Shareholders in proportion to the number of such shares held by each Ordinary Shareholder."

Signed.....

Dated.....24TH JUNE 1998

For and on behalf of
Lloyds TSB Group plc

Certified true copy


.....
H.S. Rodgers
Secretary

24th June, 1998

FDR LIMITED

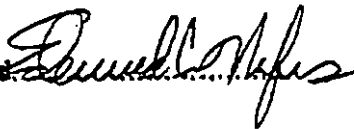
CONSENT TO THE AMENDMENT OF
THE ARTICLES OF ASSOCIATION OF
CARDNET MERCHANT SERVICES LIMITED
(the "Company")

We, the undersigned, being the holder of all of the "A" Ordinary Shares in the Company, HEREBY CONSENT to the alteration of the Articles of Association of the Company by the deletion of the existing Article 4.2 and the substitution of a new Article 4.2 in the following form:

"In the event of a return or distribution of capital, whether upon the winding-up of the company or upon a reduction of capital, a division of assets or otherwise, the assets of the company available for distribution shall be applied in the following manner and order of priority:

- (a) first, in paying to the Deferred Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any));
- (b) secondly, in paying to the Ordinary Shareholders the amount paid up or credited as paid up on such shares (including the premium as at the date of such return or distribution of capital (if any)); and
- (c) thereafter in distributing the balance amongst the Ordinary Shareholders in proportion to the number of such shares held by each Ordinary Shareholder."

Signed



Dated 24TH JUNE 1998

For and on behalf of
FDR Limited

Certified true copy



.....
H.S. Rodgers
Secretary

AS/78799_1/77C

24th June, 1998 :