

Company Number 944342
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION of the Members
of Mitek Industries Limited
passed 3 June 1999

At the Extraordinary General Meeting of the members of the above named Company duly convened and held at 14515 North Outer Forty Road, Suite 300, Chesterfield MO 63017-5746, USA, the following resolutions were passed as ORDINARY RESOLUTIONS.

ORDINARY RESOLUTIONS

1. THAT the name authorised share capital of the Company be increased from 50,000 to 2,650,000 by the creation of 2,600,000 ordinary shares of £1 each, such shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. THAT pursuant to Section 80 of the Companies Act 1985 ("the Act"), the Directors be and are hereby generally and unconditionally authorised to allot and issue the 2,600,000 ordinary shares of £1 each created pursuant to Resolution 1 above (being relevant securities within the meaning of Section 80 of the Act) to such persons at such time and generally upon such terms and conditions as the Directors (subject to the Articles of Association) may determine during the period commencing on the date of the passing of this Resolution.

Secretary *ASL*

