

Private & Confidential

LING DYNAMIC SYSTEMS LIMITED
(Registered in England - No. 1539186)

WRITTEN RESOLUTION

(Passed ~~14th~~ March 1997)

Pursuant to section 381A of the Companies Act 1985 the following
Resolution is hereby passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by inserting in Article
4(A) the words:-

“(save that, in relation to the dividend to be paid on 15th March 1997, this
shall be paid on 15th May 1997 or such earlier date that the directors may
resolve)”

after the words “those dates” in the ninth line of this sub-section.

Signed by all the ordinary shareholders of the Company in their capacity as such who
at the date of the Resolution (being the date when the Resolution is signed by or on behalf of
the last member to sign) would be entitled to attend and vote at a general meeting of the
Company had the Resolution been put to such a meeting:

Signature 

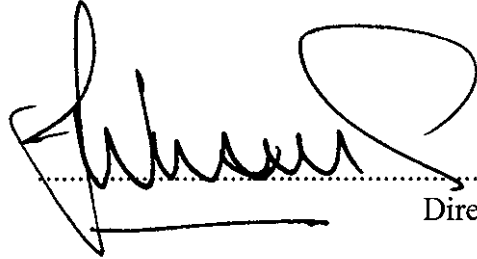
Name: Mr J. H. Rutherford

Date of
Signature *13th March* 1997



I, C J. Williams, being a Director of the Company, hereby certify that:

1. A copy of the above Resolution was sent to the Company's auditors in accordance with section 381B Companies Act 1985.
2. Accordingly the Resolution has effect and pursuant to section 381A(5) Companies Act 1985 is deemed to have been passed on ~~14th~~ March 1997.



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Director