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PRINT OF RESOLUTIONS FOR FILING AT COMPANIES HOUSE

Number of Company: 1641088

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ICOM SOLUTIONS LIMITED



Passed on 30 March 1998

We being the only members of the above-named Company duly passed the following resolutions as special resolutions on:

SPECIAL RESOLUTIONS


- 1 "THAT the Company give financial assistance (within the meaning of Section 151 and 152 of the Companies Act 1985) for the purpose of reducing or discharging a liability incurred in connection with the acquisition of the whole of the issued share capital of the Company by ICOM Systems Limited from IMI Kynoch Limited on 5th January 1996 as set out in the statutory declaration of the directors of the Company annexed hereto."
- 2 "THAT the Company enter into a supplemental deed ("Supplemental Deed") to a loan agreement by way of deed entered into between the Company and ICOM Systems Limited dated 7 April 1997 ("Original Loan Agreement") to vary the terms of that Original Loan Agreement and to allow the prepayment in full of the amounts of principal, interest and costs associated with the prepayment arising under the business loan agreement dated 7 April 1997 between Lloyds Bank PLC and ICOM Systems Limited relating to the provision of a £500,000 term loan to ICOM Systems Limited and that the prepayment be in the best interests of the Company and that any two

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directors or the director and secretary of the Company be authorised to execute the Supplemental Deed".

Dated 30 March 1998

..... w.e.c.
—(duly authorised)—
—for and on behalf of—
—ICOM SYSTEMS LIMITED—

.....


certified as a true copy
Secretary