

17 - 08 - 98

Company Number: 01655859

The Companies Act, 1985

ORDINARY RESOLUTION

-of-

Process Automation and Computer Systems Limited

At an Extraordinary General Meeting of the Company held on the 21st July 1998 the following Resolution was passed as an Ordinary Resolution:-

That the authorised share capital of the Company be hereby increased by the creation of 3,000,000 ordinary shares of 5p each

all such shares ranking pari passu in all respects with the ordinary shares in the capital of the Company in issue on the date of passing of this resolution

.....
Chairman



WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL
Paris Smith & Randall
PARIS SMITH & RANDALL
NUMBER 1 LONDON ROAD
SOUTHAMPTON

17 - 08 - 98

Company Number: 01655859

The Companies Act, 1985


SPECIAL RESOLUTIONS

-of-

Process Automation and Computer Systems Limited

At an Extraordinary General Meeting of the Company held on the 21st July 1998 the following Resolutions were passed as Special Resolutions:-

2. (a) That the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital in the Company of £850,000 at any time during the period of five years from the date hereof;
- (b) That by virtue of Section 95(1) of The Companies Act 1985, Section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this Resolution.



Chairman

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