



EVENGAIN LIMITED

("the Company")

**STATUTORY RESOLUTION PASSED PURSUANT TO
SECTION 381A OF THE COMPANIES ACT 1985 AS AMENDED
BY SCHEDULE 15A PART II**

WRITTEN RESOLUTION

(Passed *16 July* 2002)

I, being the sole member of the Company for the time being entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE that the following resolution be passed as a written resolution pursuant to section 381A of the Companies Act 1985 ("the Act"):

WRITTEN RESOLUTION

THAT the Memorandum of Association of the Company be amended by the insertion of new clauses 3.2.8 and 3.2.9, existing clauses 3.2.8 and 3.2.9 being re-numbered as 3.2.10 and 3.2.11 respectively and subsequent clauses being re-numbered accordingly:

"3.2.8 to guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

3.2.9 to give financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any

person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful."

CONSENT

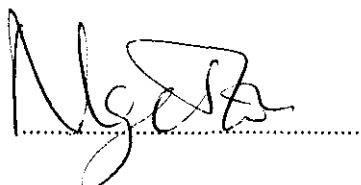
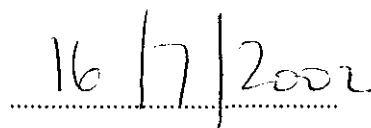
I, the undersigned, being the sole member of the Company entitled to attend and vote, hereby agree and consent to the passing of the above resolutions.

Shareholder

Signature

Date

Nigel Goss

A handwritten signature in black ink, appearing to read 'Nigel Goss', written over a horizontal dotted line.A handwritten date '16/7/2002' in black ink, written over a horizontal dotted line.

Note: Pursuant to Section 381B of the Companies Act 1985 a copy of this resolution was supplied to the Company's auditors prior to presentation to the members for signature.