

**Company No: 2485577**

**METHODS CONSULTING LIMITED**

**("the Company")**

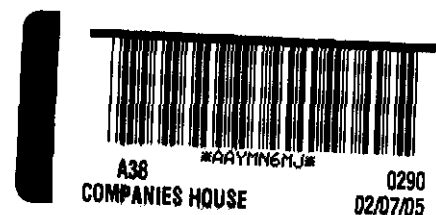
Pursuant to Section 318A of the Companies Act 1985 we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company on the following special resolutions, resolve by way of a Written Resolution:

**That** the Company's memorandum of association be amended by:

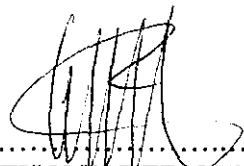
1. (a) redesignating clause 3(G) as clause 3(G) (i); and  
(b) the insertion of a new clause 3(G) (ii) as follows

"Subject to and in accordance with the provisions of the Companies Act 1985 (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition";

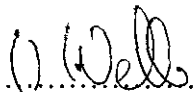
2. THAT the sale by the Vendors to the Purchaser of the shares in the Company known as (the "**Shares**") for the consideration of £6,500,000, 15,045,300 Preferred Ordinary shares of £1 and 60,000 "A" Ordinary shares of 1p be approved, notwithstanding Anthony Bernard St John Webb's position as a director of the Company, for the purposes of section 320(1) of the Companies Act 1985;
3. THAT the resolution of the Board of Directors of the Company to authorise Anthony Bernard St John Webb to act on behalf of the Company in passing a written resolution to approve, for the purposes of section 320 of the Companies Act 1985, the transaction by which the Vendors will sell the Shares to the Purchaser notwithstanding that is Anthony Bernard St John Webb a director of the Company, be approved and ratified.



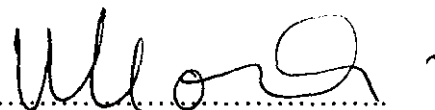
Dated: 24 June 2005




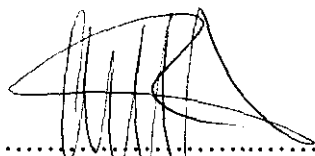
.....  
ANTHONY BERNARD ST JOHN WEBB



.....  
VALERIE WEBB



.....  
PETER JOHN ROWLINS



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ANTHONY BERNARD ST JOHN WEBB  
And VALERIE WEBB in their capacity as trustees