

No. 02617729

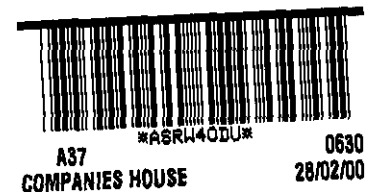
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

LANBASE LIMITED

(Effective 21 FEBRUARY 2000)



The following resolutions were duly agreed to by the sole member of the Company in accordance with section 381A of the Companies Act 1985 as Ordinary, Special and Elective resolutions with effect from 21.2.2000.

ELECTIVE RESOLUTIONS

1. THAT:-

- 1.1** pursuant to section 80A(1) of the Companies Act 1985 as amended by the Companies Act 1989 (the "Act"), the Company elects that the provisions of section 80(A) of the Act shall apply instead of the provisions of section 80(4) and (5) of the Act in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80;
- 1.2** pursuant to section 252 of the Act, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 2000 and subsequent years.
- 1.3** pursuant to section 366A of the Act, the Company elects to dispense with the holding of annual general meetings in 2000 and subsequent years.

- 1.4 pursuant to sections 369(4) and 378(3) of the Act, the Company elects that the provisions of those sections shall have effect in relation to the Company as if for the references to 95 per cent. there were substituted references to 90 per cent; and
- 1.5 pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTIONS

2. THAT:-

- 2.1 pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document annexed to these resolutions be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company, and
- 2.2 pursuant to section 4 of the Companies Act 1985, the objects set out in clause 3 of the printed document produced to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, the existing objects, and the Memorandum of Association be altered accordingly.

ORDINARY RESOLUTION

3. THAT for the purposes of section 80 of the Companies Act 1985 (so that expressions used in this resolution shall bear the same meanings as in the said section 80):-
- 3.1 the Directors be and are hereby unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal value of £100,000 to such persons and at such times and on such terms as they think proper (for an indefinite period) ; and
- 3.2 the Company be and is hereby authorised to make, at any time while this resolution is not revoked or has not ceased to have effect, any offer or agreement which would or might require relevant securities to be allotted after this authority ceases to have effect or is revoked and the Directors may allot relevant securities pursuant to any such offer or arrangement notwithstanding the revocation or ceasing to have effect of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked.

D. P. Soder
~~CHAIRMAN~~ SECRETARY