Company number: 2783452

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

WE, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

That the authorised share capital of the Company be hereby increased from £500,000 to £535,000 by the creation of 35,000 'A' ordinary shares of £1 each all such shares having the rights set out in the articles of association of the Company.

Approval of share allotment and share subscription and exclusion of pre-emption rights

- 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 of the Company of £535,000 at any time during the period of five years from the date hereof;
 - 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;
 - That the subscription by 3i Group plc ('3i') for 35,000 'A' ordinary shares at a price of £1 per share in the Company be and is hereby approved.

Amendment of articles of association

| _ | | | be bearing amonded by deleting the | |
|-----|--|---------------------------------------|--|--|
| 3 | That the articles of association of the Company be hereby amended by deleting the figures '£500,000' and '200,000' where they respectively appear in the first sentence of article 3 and replacing them with the figures '£535,000' and '235,000'. | | | |
| | | Date | Date | |
| | | Date | Date | |
| | | Date | Date | |
| | ****************** | Date | Date | |
| We, | the auditors of the Con | pany, hereby notify s as auditors. | the Company that the foregoing written | |

Signed Ernst Lyoung

Date 6/2/96.



Company number: 2783452

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

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 - 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;
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| | at a price of £ | I per share in the Co | ompany be and is here | by approved. |
|--|---|---|---|---|
| | A | mendment of articles | of association | |
| 3 | figures '£500',000' ar sentence of article 3: | Date 5 Fol 96 Date 5 Fol 96 Date 5 Fol 96 | npany be hereby amen they respectively appear th the figures £535,0 | r in the turst 00' and '235,000'. Date |
| We, the auditors of the Company, hereby notify the Company that the foregoing written resolutions do not concern us as auditors. | | | | |
| Signec | 1 | | Date | |



Company number: 2783452 ,

Signed

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

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Approval of share allotment and share subscription and exclusion of pre-emption rights

- That the directors are unconditionally authorised for the purposes of section 2 A. 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 of the Company of £535,000 at any time during the period of five years from the date hereof;
 - 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; B,
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| | Δ | mendment of article | s of association |
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| We, I | | Date Date Date pany, hereby notify | Date |
| | | | |

Date

Company number: 2783452

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

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Amendment of articles of association

| 3 | figures '£500 000' an | id 1200.0001 where th | pany be hereby amended by deleting the ley respectively appear in the first the the figures '£535,000' and '235,000' |
|---------|---|---------------------------------|--|
| We, the | *************************************** | Date 612196. Date 62196. Date | Date |
| Signed | I | | Date |



Company number: 2783452

SECTION 381A COMPANIES ACT 1985 VETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

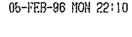
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| | | Date | | Date |
| | | | *************************************** | |
| We, t resolu | he auditors of the Contions do not concern u | pany, hereby notify t s as auditors. | he Company that the f | oregoing written |
| Signe | d | •• | Date | |



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Company number: 2783452

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

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Amendment of articles of association

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|---------------|--|---------------------------------------|----------------------------------|---------|
| | Mund Hazz | Date 7. 2.9 6 | | |
| | | | Date | |
| | •••••• | Date | Date | |
| | *************************************** | Date | Date | |
| We, resolu | the auditors of the Com tions do not concern u | pany, hereby notify s as auditors. | the Company that the foregoing v | vritten |
| Signe | dd | | Date | |



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Company number: 2783452

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITIEN RESOLUTIONS

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| | Date 6 2.19.6 | Date |
| | Date | Date |
| *************************************** | Date | Date |
| •••••• | Date | Date |
| We, the auditors of the Comresolutions do not concern us | | he Company that the foregoing written |
| | | |
| Signed | • | Date |



NETWORK DISASTER RECOVERY LIMITED

CLASS CONSENT

As the holders of all of the issued "A" Ordinary Shares of £1.00 each in the capital of the Company we hereby consent to the passing of the Written Resolution in the form attached notwithstanding that such Resolutions involve a variation or abrogation of the class rights attaching to our shares.

Authorised Signatory

for and on behalf of 3I GROUP PLC

Dated: 7th Followy 1996

F/\GPCORP1\DAWNO\MHB4 CON 6 February 1996



Company number: 2783452

SECTION 381A COMPANIES ACT 1985 NETWORK DISASTER RECOVERY LIMITED ('the Company') WRITTEN RESOLUTIONS

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| | • | Date | Date | |
| | e auditors of the Comions do not concern us | | he Company that the foregoing writter | 1 |
| Signed | •••••• | | Date | |

