

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:-

- 1 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

- 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 of the Company of £535,000 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;
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

- 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
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We, the auditors of the Company, hereby notify the Company that the foregoing written resolutions do not concern us as auditors.

Signed Ernst & Young

Date 6/2/96



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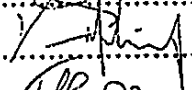

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	Date 5 th Feb 96		Date 5.2.96
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..... <i>J. Byrne</i>	Date <i>5/2/96</i>	Date
..... <i>J. Byrne</i>	Date <i>6/2/96</i>	Date
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..... <i>Sg. 16</i>	Date <i>5/3/96</i>	Date
..... <i>A. Syne</i>	Date <i>6/2/96</i>	Date
..... <i>R. F. are</i>	Date <i>6/2/96</i>	Date
.....	Date	Date

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Company number: 2783452

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Murphy Date 7.2.96 Date
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Date

Sent out 15/12
Ray Williams

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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 February 1996

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