

Company No. 2824670

**The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
ADVANCED COMPUTER GROUP LIMITED**

Pursuant to Section 381A of the Companies Act 1985 ("the Act")
Passed on 24th April 1998

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be amended by the deletion of existing article 5 and the substitution therefor of a new Article 5 namely:
 5. 'Subject to the provisions of Part V of the Act the Company shall have power:
 - (1) Pursuant to Sections 159 and 160 of the Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company.
 - (2) Pursuant to Section 162 of the Act to purchase its own shares (including any redeemable shares).
 - (3) Pursuant to Section 170 of the Act to make a payment out of capital in respect of any such redemption or purchase.

Regulation 10 in Table A shall not apply to the Company.

2. THAT the contract proposed to be made inter alia between Stephen O'Donnell, Wendy O'Donnell and the Company for the purchase by the Company of the aggregate of 70 ordinary shares of £1 each fully paid in the capital of the Company upon the terms of the draft produced to the meeting and initialled by the chairman for the purposes of identification be and is hereby authorised.
3. THAT the settlement proposed to be made between Mr and Mrs O'Donnell (1) Mr Robinson and S Nair (2) the Company (3) Advanced Computer Education Limited (4) and Advanced Computer Management Limited (5) (the "Settlement") relating to the settlement of the various claims between the parties upon the terms of the draft produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby authorised.
4. THAT for the purposes of Section 312 of the Act the payment to Mr O'Donnell of the sums of £29,500 and £63,000 (plus VAT if applicable) in compensation for respectively loss of office and for Consultancy Services as set out in the Settlement respectively be and is hereby approved



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W. O'Donnell

S. O'Donnell

Date: March 1998



A: 10: