

THE COMPANIES ACT 1985

AND

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

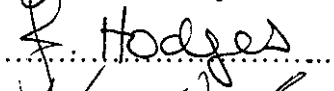
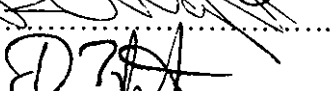
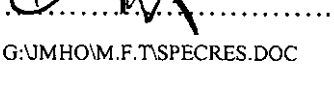
OF

MFT COMPUTER HOLDINGS LIMITED

We, being all the holders of all the issued ordinary shares of £1 each and "A" ordinary shares of £1 each having the right to vote at any general meeting of the Company hereby resolve (to the intent that the following resolutions shall be as effectual as if passed as special resolutions at a general meeting duly convened and held) as follows:-

SPECIAL RESOLUTIONS

1. That 3,910 of the existing authorised but unissued Ordinary Shares of £1 each of the Company be and they are hereby converted into 391,000 "AA" Ordinary Shares of 1p each.
2. That upon the recommendation of the Directors the sum of £3,909.10 standing to the credit of the profit and loss account of the Company be capitalised and that the same be applied in paying up in full 390,910 "AA" Ordinary Shares of 1p each of the Company with the rights set out in the Company's articles of association and that the same be allotted, credited as fully paid by way of dividend as the Directors shall direct.

	SA Hodges
	J Hodges
	KM Waugh
	K Waugh
	DJ Filler



H. Filler

H Filler

GS Hodges

GS Hodges

DJ Filler

DJ Filler (as trustee)

KM Waugh

KM Waugh (as trustee)

28th April 1999