

THE COMPANIES ACT 1985
AND
THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
MFT COMPUTER HOLDINGS LIMITED

Pursuant to Regulation 53 of Table 'A' which applies to the Company, we, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if passed as ordinary and special resolutions respectively at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. That in accordance with section 80 of the Companies Act 1985, the directors of the company are hereby generally and unconditionally authorised to exercise all powers of the company to allot and grant options over ordinary shares of the company (as defined in that section) up to a maximum nominal amount of £563 to such persons at such times and upon such terms and conditions as they may determine (subject to the provisions of the company's Articles of Association).
- (1) This authority shall expire 3 months after the passing of this resolution, although the company may make an offer or agreement before that date which would or might require relevant securities to be allotted after that date, in which case the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. That in accordance with section 95(1) of the Companies Act 1985, the directors are hereby authorised to allot relevant securities (as defined in section 80 of the Act) pursuant to any authority conferred upon them under section 80 of that Act as if section 89(1) of that Act did not apply.

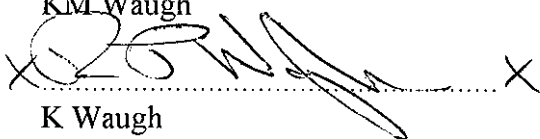


Dated: 6th APRIL 1999

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SA Hodges

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J Hodges

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KM Waugh

A handwritten signature in black ink, appearing to read 'K Waugh', is written over a dotted line. The signature is stylized and includes a large 'X' at the end. The text 'KM Waugh' is printed above the signature, and 'K Waugh' is printed below it.

K Waugh

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DJ Filler

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H Filler

.....
G Hodges