

THE COMPANIES ACT 1985

AND

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

MFT COMPUTER HOLDINGS LIMITED

We, being all the holders of all the issued 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 the Special Share of £1 in the authorised capital of the Company (which was redeemed on 10 April 1997) be and it is hereby redesignated as an Ordinary Share of £1 of the Company bearing the distinguishing number 60,910.
2. That (subject to the passing of resolution 3 below) 39,091 Ordinary Shares of the Company in issue and held by the Shareholders listed below be and they are hereby redesignated as "A" Ordinary Shares of the Company having the rights set out in the Articles of Association as amended by resolution 3 below:

<u>Shareholder</u>	<u>Ordinary Shares redesignated</u>
Stuart Hodges	25,833
Julie Hodges	390
Kevin Waugh	6,395
David Filler	4,383
Helen Filler	390
Guy Hodges	1,700

and that the Company issue new share certificates for such redesignated shares and balancing certificates for the remaining Ordinary Shares.

3. That the Articles of Association of the Company be and are hereby amended as follows:-



- (1) The definitions in article 1.1 from "acting in concert" to "sale value" inclusive shall be deleted.
- (2) Articles 2.1 to 2.4 inclusive shall be deleted and replaced by the following new articles 2.1 to 2.6 inclusive:-
 - 2.1 "The authorised share capital of the Company at the date of adoption of these Articles is £170,001 divided into:
 - (a) 60,910 Ordinary Shares of £1 each (the "**Ordinary Shares**");
 - (b) 39,091 "A" Ordinary Shares of £1 each (the "**A** Ordinary Shares");
 - (c) 30,000 Cumulative Convertible Redeemable Preference Shares of £1 each (the "**Preference Shares**"); and
 - (d) 40,000 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each (the "**Preferred Ordinary Shares**").
 - 2.2 The Ordinary Share bearing number 60,910 (formerly the Special Share) was redeemed on 10th April 1997. Section 160(4) of the Act prohibits the re-issue of this share.
 - 2.3 The Preference Shares were redeemed pursuant to a contract dated 2 October 1995. Section 160(4) of the Act prohibits the re-issuing of these shares.
 - 2.4 The Preferred Ordinary Shares were repurchased by the Company pursuant to a contract dated 2 October 1995. Sections 160(4) and 162(2) of the Act prohibit the re-issuing of these shares.
 - 2.5 6,000 Ordinary Shares were repurchased by the Company pursuant to a contract dated 6th August 1997. Section 160(4) of the Act prohibits the re-issuing of these shares.
 - 2.6 Subject to the Act, unissued shares shall be under the control of the Directors and the Directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the Company to such persons and generally on such terms, in such manner and at such times as they may determine and in particular shares may be issued as hereinafter provided as "AA" Ordinary Shares of 1p with rights as hereinafter provided."
- (3) Article 3 shall be deleted and replaced with the following new article 3:-
 - 3.1 "The issued share capital of the Company as at the date of adoption of these Articles is £54,563 divided into 15,472 Ordinary Shares and 39,091 "A" Ordinary Shares. The Ordinary Shares and the "A" Ordinary Shares for the time being in issue shall constitute separate classes of shares, but, except as otherwise provided by these Articles, shall rank *pari passu* in all respects.

3.2 Income

On the declaration by the Company of an interim or final dividend the holders of the "A" Ordinary Shares shall be entitled to an enhanced stock dividend of 10 new "AA" Ordinary Shares of 1p each ("**AA Ordinary Shares**") for each "A" Ordinary Share held PROVIDED THAT:-

- (a) such "AA" Ordinary Shares will be paid up out of distributable reserves only and the Company shall take this right into account when determining the amount of dividend to be declared and whether sufficient distributable reserves are available, and that a maximum of 390,910 new "AA" Ordinary Shares may be issued in this way; and
- (b) any holder of "A" Ordinary Shares may elect to receive a cash dividend in respect of some or all of his "A" Ordinary Shares of an amount equivalent to the cash dividend declared in respect of the Ordinary Shares, any such election to be made in writing to the Company within 7 days of the declaration of the dividend or such longer time as the Directors may allow provided that such shareholder may irrevocably release his right so to elect in respect of any particular dividend declared by giving notice in writing to the Company.

3.3 Capital

On a Winding Up the Winding Up Value shall be distributed amongst the classes of shares in the Company in the following ratio:-

Ordinary Shares 15,472 : "A" Ordinary Shares and "AA" Ordinary Shares 39,091

and subject thereto the Winding Up Value shall be divided between the holders of each class of shares pro rata to the number of shares held by them respectively.

3.4 Voting Rights

Every member present in person shall upon a show of hands have one vote and upon a poll there shall be 54,563 votes exercisable either in person or by proxy which shall be divided between the various classes of shares in the Company as follows:-

Ordinary Shares	15,472
"A" Ordinary Shares and "AA" Ordinary Shares	39,091

And subject thereto the appropriate numbers of votes shall be divided between the holders of each class of shares pro rata to the number of shares held by them respectively (fractional entitlements being disregarded).

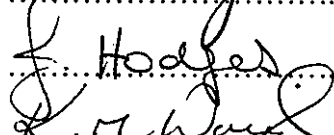
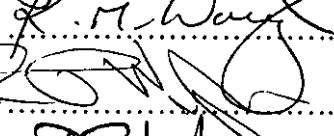
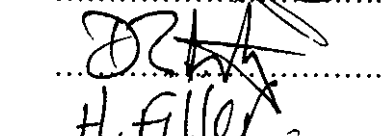
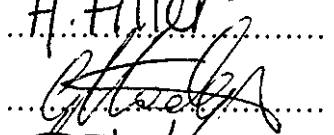
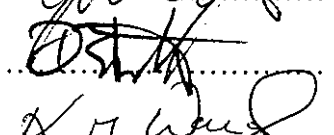
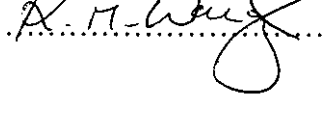
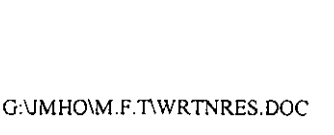
3.5 Variation of Class Rights

- (a) If at any time the share capital is divided into different classes of shares, the rights attaching to any class (unless otherwise provided by the terms of the

issue of the shares of that class) may, subject to the provisions of section 125 of the Act and whether or not the Company is being wound up, be varied or abrogated only with the consent in writing of the holders of three-quarters of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.

- (b) To every such separate general meeting the provisions of these Articles relating to the general meetings shall apply *mutatis mutandis*, except that the necessary quorum shall be one or more persons holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holder or holders a quorum is not present, the holder or holders present shall form a quorum), and any holding of shares of the class present in person or by proxy may demand a poll.
- (c) The rights attaching to any class shall (unless otherwise provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* with that class".

Dated: 7th April 1999

	SA Hodges
	J Hodges
	KM Waugh
	K Waugh
	DJ Filler
	H Filler
	GS Hodges
	David Filler (as trustee)
	Kevin Waugh (as trustee)