

Company No. 2929141

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
CONSORT INFORMATION SYSTEMS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on 22nd July 1994 the following Resolutions were passed in the case of the first two resolutions as Ordinary Resolutions and in the case of the last three resolutions as Special Resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,000 to £900,000 by the creation of 99,000 Ordinary Shares of £1 each and 800,000 A Ordinary Shares of £1 each ("A Ordinary Shares"), such Ordinary Shares and A Ordinary Shares to rank, save as may be determined on the allotment or issue thereof, pari passu in all respects with the existing issued Ordinary Shares of £1 each in the capital of the Company.
2. THAT the Directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal value of £900,000 (by reference to nominal value)

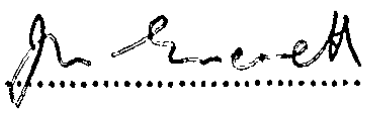
Provided that the said authority shall expire on 21st July 1999 save that the Company may at any time before such expiry make an offer or agreement in accordance with



the relevant authority contained in this resolution which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority so conferred had not expired provided further that the said authority is in substitution for and supersedes and revokes any such earlier authority conferred on the Directors to allot relevant securities.

SPECIAL RESOLUTIONS

3. THAT the Directors of the Company shall have power to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred by the resolution numbered 2 above as if Section 89(1) of that Act did not apply to such allotment provided that this authority shall be limited to the allotment of 513,500 A Ordinary Shares.
4. THAT the Company adopt a new main objects clause in the form of the document produced to the meeting and initialled by the Chairman thereof for the purposes of identification and the same be and is hereby adopted as the new main objects clause in substitution for the existing main objects clause numbered 3(i).
5. THAT the Company adopt new Articles of Association in the form of the document produced to the meeting and initialled by the Chairman thereof for the purposes of identification and the same be and are hereby adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association.

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CHAIRMAN