

Company No: 2931236

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

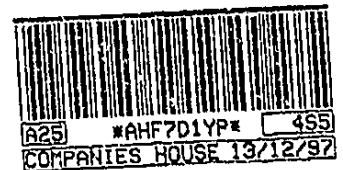
FORMFILL LIMITED

Passed 4 December 1997

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Cloth Hall Court, Infirmary Street, Leeds LS1 2JB on 4 December 1997 the following Resolutions were duly passed as Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT the 1 ordinary share of £1 currently held by Martin Hugh Evans and forming part of the authorised and issued share capital of the Company immediately prior to the passing of this Resolution and 499 of the ordinary shares of £1 each forming part of the authorised but unissued share capital of the Company immediately prior to the passing of this Resolution be each hereby converted into 100 "A" ordinary shares of £0.01 each, every such "A" ordinary share of £0.01 having the respective rights and being subject to the respective obligations set out in the Company's new Articles of Association to be adopted pursuant to Resolution numbered 6 below.
2. THAT the 1 ordinary share of £1 currently held beneficially by Peter Benson Kennedy and forming part of the authorised and issued share capital of the Company immediately prior to the passing of this Resolution and 499 of the ordinary shares of £1 each forming



part of the authorised but unissued share capital of the Company immediately prior to the passing of this Resolution be each hereby converted into 100 "B" ordinary shares of £0.01 each, every such "B" ordinary share of £0.01 having the respective rights and being subject to the respective obligations set out in the Company's new Articles of Association to be adopted pursuant to Resolution numbered 6 below.

3. THAT the authorised share capital of the Company be and is hereby increased from £1,000 divided into 50,000 "A" ordinary shares of £0.01 each and 50,000 "B" ordinary shares of £0.01 each to £5,000 divided into 250,000 "A" ordinary shares of £0.01 each and 250,000 "B" ordinary shares of £0.01 each by the creation of an additional 200,000 "A" ordinary shares of £0.01 each and an additional 200,000 "B" ordinary shares of £0.01 each, such new "A" and "B" ordinary shares of £0.01 each to rank pari passu as one class in all respects with the "A" and "B" ordinary shares of £0.01 each in the capital of the Company created by Resolutions 1 and 2 (above) and to be subject to the respective rights and respective obligations set out in the Company's new Articles of Association to be adopted pursuant to Resolution 6 (below).
4. THAT the directors be unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot 249,900 new "A" ordinary shares in the capital of the Company and 249,900 new "B" ordinary shares in the capital of the Company to Martin Hugh Evans and Peter Benson Kennedy respectively as the consideration due to them from the Company under the Assignment (as defined in Resolution 7 (below)) at any time during the period of 3 months from the date of this Resolution.
5. THAT the directors be hereby authorised during the period of three months from the date of this Resolution pursuant to section 95 of the Companies Act 1985 to allot 249,900 new "A" ordinary shares in the capital of the Company and 249,900 new "B" ordinary shares in the capital of the Company to Martin Hugh Evans and Peter Benson Kennedy respectively as the consideration due to them from the Company under the Assignment (as defined in Resolution 7 (below)) notwithstanding any contrary provisions contained

in the Company's Articles of Association then adopted and as if sections 89(1) and 90(1) to (6) of the Companies Act 1985 did not apply to such allotment.

6. THAT the regulations contained in the document produced to the Meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

#### ORDINARY RESOLUTION

7. THAT notwithstanding that such transaction may constitute a substantial property transaction with a director or directors for the purposes of section 320 of the Companies Act 1985, the Company be authorised to enter into an assignment ("the Assignment") to be made between Martin Hugh Evans and Peter Benson Kennedy (1) and the Company (2) relating to the transfer to the Company of the intellectual property rights to certain computer software in consideration for an allotment to Martin Hugh Evans and Peter Benson Kennedy of 249,900 new "A" ordinary shares of £0.01 in the capital of the Company and 249,900 new "B" ordinary shares of £0.01 in the capital of the Company respectively in the form of draft produced to the Meeting.

  
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Chairman