



KNOWLEDGE VIEW LIMITED

WRITTEN RESOLUTIONS OF MEMBERS

PURSUANT TO section 381(a) of the Companies Act 1985 (as amended) (the "Act"), we, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, **HEREBY AGREE AND CONFIRM** that the following resolutions shall for all purposes be as valid and effectual as if they had been passed as ordinary and special resolutions at a general meeting of the Company duly convened and held and accordingly we **HEREBY RESOLVE**:

ORDINARY RESOLUTIONS


1. **THAT** pursuant to section 121 of the Act each of the existing A ordinary shares of £1 each in the capital of the Company (whether issued or unissued) be sub-divided into 1,000,000 A ordinary shares of 1p each.
2. **THAT** (subject to the passing of Resolution 1 set out above) the authorised share capital of the Company be and is hereby increased from £10,000 to £1,000,000 by the creation of 99,000,000 new A ordinary shares of 1p each in the capital of the Company, the new A ordinary shares all having the rights set out in the Articles of Association of the Company;
3. **THAT** (subject to the passing of Resolutions 1 and 2 set out above) the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £1,000,000 being 100,000,000 A ordinary shares of 1p each provided that this authority shall expire on the date five years from the date on which this resolution is passed save that the Company may, before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired and that all previous authorisation given by the Company in General Meeting or otherwise pursuant to section 80 of the Act to allot relevant securities of the Company be and are hereby revoked;

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4. **THAT** (subject to the passing of Resolutions 1, 2 and 3 set out above and Resolution 5 set out below) the Company enter into a promissory note in a form, or substantially in a form, circulated to each member with this resolution, the terms of which are explained in a memorandum also circulated to each member whereby the Company promises to pay the principal sum of £200,000 (the "**Principal Amount**") to Longsight Holdings Limited ("**LH**") plus interest accruing thereon at a rate of 6.5 per cent. per annum payable on September 15, 2002 (the "**Maturity Date**") with an option for LH to redeem all or part of the Principal Amount and apply the redemption proceeds to obtain shares and warrants in the Company before the Maturity Date and that the directors of the Company be and are hereby instructed to exercise the powers and authorities granted to them under the articles of association of the Company and by this resolution to do or procure to be done all such acts or things on behalf of the Company as they consider necessary or desirable for the purpose of giving effect to this resolution.

SPECIAL RESOLUTION

5. **THAT** in substitution for all existing authorities conferred upon them and subject to the passing of Resolution 3, above the directors be and are hereby empowered pursuant to section 95 of the Act (such authority to expire, unless previously revoked, on the date falling five years from the date on which the resolution is passed) to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority given in accordance with section 80 of the Act by Resolution 2 above, as if section 89(1) of the Act did not apply to any such allotment save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.



These resolutions may be signed in one or more like documents all of which shall together comprise one instrument.

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Dated: 1999

Dated 1999

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Dated: 1999

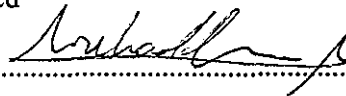
Dated 1999

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Dated: 1999

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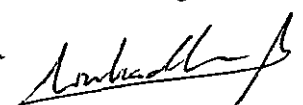


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Dated: 1999

Dated 9/11/1999



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Salah Beltaji

Dated: 14th Nov. -

1999

Dated

1999

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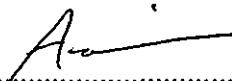
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 Amira Beltaji

Dated: 9 November 1999

Dated 9 November 1999

Dated: 1999

Dated 1999

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Dated: 1999

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Dated 1999

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Dated: 1999

Dated 1999

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Dated: 1999

Ammar Alkassam

Dated

9/11/1999

BABBAR GILLIS

Dated: 9/11/1999

Zeena Alkassam

Power of Attying to Ammar Alkassam

Dated

1999

Dated: 9/11/1999

Haider Alkassam

Power of Attying to Ammar Alkassam

Dated

1999

Dated: 9/11/1999

Dated

1999