

No: 3119366

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CARDCAST INFORMATION SYSTEMS LIMITED

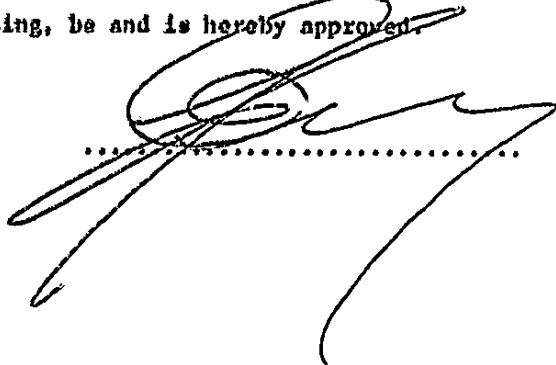
Passed 25 March 1996

At an Extraordinary General Meeting of the Company duly convened and held on 25 March 1996 the following resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

- (a) THAT the existing share capital of £1,000 divided into 1,000 shares of £1 each, be increased to £2,000,000 divided into 2,000,000 shares of £1 each.
- (b) THAT the issued share of £1 be redesignated as a "B" Ordinary share and the unissued share capital be redesignated as 1,000,000 Preference Shares, 750,000 Ordinary Shares and 249,999 "B" Ordinary Shares, all of £1 each with rights in accordance with the Articles of Association adopted at (c) below.

- (c) THAT the Regulations a copy of which was produced to the Meeting and initialled by the Chairman for identification purposes, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- (d) THAT subject to the above having been passed, the Directors be generally authorised pursuant to Section 80 (1) of the Companies Act 1985 ("The Act") to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £2,000,000, such authority to expire on the date of the Company's next Annual General Meeting, but so that this authority allows the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry, provided that such allotments would fall within the limits set out in this authority if made during the same period. In exercising their authority under this Resolution, the Directors shall not be required to have regard to Section 89 (1) and 90(1) to (6) of the Act, which sections shall be excluded from applying to the shares issued pursuant to this Resolution.
- (e) THAT the Share Purchase Agreement, a copy of which was produced to the Meeting, be and is hereby approved.



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