

COMPANY NUMBER: 3128724

COMPANIES ACT 1985/89



SPECIAL & ORDINARY RESOLUTIONS

OF

VOICEWRITE LIMITED

PASSED ON 24TH SEPTEMBER 1999

At an Extraordinary General Meeting of the Members of the Company held on 24th September 1999, the following resolutions were passed:

SPECIAL RESOLUTION

THAT the pre-emption rights as set out in Article 6 of the Articles of Association of the Company be disapplied for the purpose of issuing a maximum number of 25 ordinary shares in the capital of the Company to Mr Gordon McAlpine and for the purpose of the resolution the directors are unconditionally authorised to allot the aforementioned number of shares at any time or times during the period of one year from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company prior to the expiry of this authority.

ORDINARY RESOLUTION

THAT the authorised share capital be and is hereby increased to £125.00 divided into 125 ordinary shares of £1.00 each, by the creation of an additional 25 ordinary shares of £1.00 each, the new shares to rank pari passu with the existing shares in the Capital of the Company.

THERE BEING NO FURTHER BUSINESS THE MEETING ENDED

A handwritten signature in black ink, appearing to be 'JD', is written over a horizontal line.

**FOR AND ON
BEHALF OF
JD SECRETARIAT LTD.
SECRETARY TO THE COMPANY**

SECRETARY