

23 - 07 - 98

THE COMPANIES ACTS 1985 to 1989

No. 3198940

A PRIVATE COMPANY LIMITED BY SHARES

MAGNOLIA I.T. SERVICES LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) regulation 1985, we, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTION

That pursuant to Section 386 of the Companies Act 1985 as introduced by Section 115(2) of the Companies Act 1989 the Company elects to dispense with the requirement to appoint auditors annually in accordance with Section 379A of the Companies Act 1985 as introduced by Section 116(2) of the Companies Act 1989.

Dated the 15 May 1996

..... *A. Walker* Mr A Walker

.... *Gillian N. Walker* Mrs G Walker

..... *M. de Malpas Finlay* Mr M de Malpas Finlay

... *N. de Malpas Finlay* Mrs N de Malpas Finlay

Being all the members for the time being entitled to receive notice of and attend and vote at the meetings of the Company.



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A PRIVATE COMPANY LIMITED BY SHARES

MAGNOLIA I.T. SERVICES LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) regulation 1985, we, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTION

That pursuant to Section 252 of the Companies Act 1985 as introduced by Section 115(2) of the Companies Act 1989 the Company elects to dispense with the requirement to lay accounts and reports before the Company in general meeting in accordance with Section 379A of the Companies Act 1985 as introduced by Section 116(2) of the Companies Act 1989.

Dated the 15 May 1996

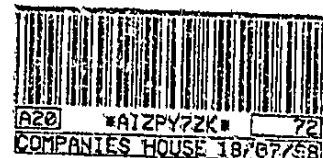
..... *A. Walker* Mr A Walker

..... *Gillian Walker* Mrs G Walker

..... *Mr M de Malpas Finlay* Mr M de Malpas Finlay

..... *Mrs N de Malpas Finlay* Mrs N de Malpas Finlay

Being all the members for the time being entitled to receive notice of and attend and vote at the meetings of the Company.



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THE COMPANIES ACTS 1985 to 1989

No. 3198940

A PRIVATE COMPANY LIMITED BY SHARES

MAGNOLIA I.T. SERVICES LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) regulation 1985, we, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTION

That pursuant to Section 366A of the Companies Act 1985 as introduced by Section 115(2) of the Companies Act 1989 the Company elects to dispense with the holding of annual general meetings in accordance with Section 379A of the Companies Act 1985 as introduced by Section 116(2) of the Companies Act 1989.

Dated the 15 May 1996

..... *A Walker* Mr A Walker

..... *Gillian A Walker* Mrs G Walker

..... *Mr M de Malpas Finlay* Mr M de Malpas Finlay

..... *N de Malpas Finlay* Mrs N de Malpas Finlay

Being all the members for the time being entitled to receive notice of and attend and vote at the meetings of the Company.

