

**THE COMPANIES ACT 1985 AS AMENDED BY**

**THE COMPANIES ACT 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTION**

**of**

**SOMERBY BUSINESS SOLUTIONS LIMITED**

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the registered office of the company on 18 April 2005 at 10.00am the following Resolution was duly passed as a Special Resolution of the Company:

**SPECIAL RESOLUTION**

**1 Alteration of Articles of Association**

That the Articles of Association be to replace Article 5 with the following and renumber the existing Articles accordingly;

(a) The authorised share capital of the Company is £40,000 divided into 10,000 Ordinary 'A' shares of £1 each, 10,000 Ordinary 'B' shares of £1 each, 10,000 Ordinary 'C' shares of £1 each and 10,000 Ordinary 'D' shares of £1 each.

(b) The Ordinary 'A', Ordinary 'B', Ordinary 'C' and Ordinary 'D' shares shall rank pari passu in all respects, subject to the rights and restrictions contained in these Articles of Association.

(c) The profits of the Company which are resolved to be divided amongst the Members in any year, shall be applied in paying to the holders of the respective classes of shares, dividends at such respective rates (if any) as the Company in a General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares. The Directors may pay an interim dividend or dividends on one or several classes of shares to the exclusion of any class or classes and may pay interim dividends at different rates on the respective classes of shares.

**2 Re-designation of shares**

That 500 of the issued Ordinary B shares of £1 each held by Mr A Page and 500 of the issued Ordinary C shares of £1 each held by Mr A Page be re-designated as Ordinary D shares of £1 each.

The re-designation of shares will make the authorised share capital to be as follows:

10,000 Ordinary A shares of £1 each.  
10,000 Ordinary B shares of £1 each.  
10,000 Ordinary C shares of £1 each.  
10,000 Ordinary D shares of £1 each.



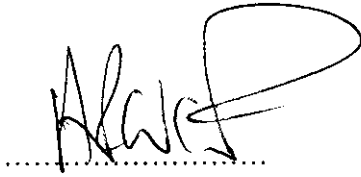
The re-designation of shares will change the holdings of following members:

Mr J D G Appleton will now hold 2,500 Ordinary A shares.

Mr M P Jinks will now hold 750 Ordinary B shares.

Mr A R West will now hold 750 Ordinary C shares.

Mr A Page will now hold 1,000 Ordinary D shares.

A handwritten signature in black ink, appearing to read 'ARW', is written over a horizontal dotted line.