

Company Number: 3240384

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

INCORPORATEWEAR LIMITED

RESOLUTION IN WRITING

Pursuant to Section 381A of the Companies Act 1985

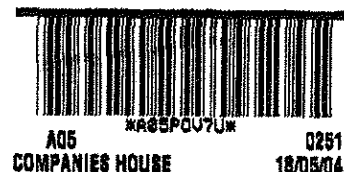
We, the undersigned, being all the members of the Company entitled to receive notice and to attend and vote at general meetings of the Company hereby resolve by way of special resolution in writing pursuant to Section 381A of the Companies Act 1985.

SPECIAL RESOLUTION

1. That the authorised share capital of the Company be increased from £50,000 to £1,000,000 by the creation of 950,000 £1 ordinary shares having the rights set out in the Articles of Association to be adopted.
2. The Articles of Association in the form annexed hereto and marked "A" be adopted as the new Articles of Association of the Company.
3. That the Directors of the Company be empowered under Section 95 of the Act to allot equity securities within the meaning of Section 94 of the Act pursuant to the authority conferred on them by the following resolution as if Section 89(1) of the Act did not apply to that allotment. The power conferred by this resolution shall be limited to the allotment of 120,000 ordinary shares of £1 each pursuant to schedule 9 of the Shareholder and Subscription Agreement dated 24 October 2003.

ORDINARY RESOLUTION

1. The directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities up to a maximum number of amount of £120,000 to



persons subscribing to them in accordance with Schedule 9 of a Shareholders Subscription Agreement dated 24th October 2003 and this authority shall be in substitution for all authorities conferred upon the directors by virtue of resolutions passed prior to the date of the passing of this resolution to the extent that the same shall not have been utilised by such date. The authority conferred by this resolution shall be for a period expiring at the conclusion of the Annual General Meeting to be held in 2003.

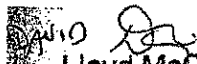
Dated 24th October 2003

Docuscan Limited ... *L. Brodie for J. Tatham Banks* Director
power of attorney 10/10/03

Company Financial Services Limited ... *see attached 24/10/03 Vds* Director

Linda Wellard ... *see attached 24/10/03 Vds*

Russell Holmes-Thompson ... *see attached 24/10/03 Vds*
see 4. BEMER duly authorised on behalf of RHT Thompson 24/10/03 Vds

 Lloyd McCall ... *see attached 24/10/03 Vds*

Brian Lamb ... *L. Brodie for B Lamb power of attorney 23/10/03*

Robert Brian Pollock ... *L. Brodie for R.B. Pollock power of attorney 23/10/03*

MGGR (UK) Limited ... *see attached 24/10/03 Vds* Director

Employee Benefit Trust ... *L. Brodie for A.G. Alderman Trustee*
power of attorney 21/10/03

persons subscribing to them in accordance with Schedule 9 of a Shareholders Subscription Agreement dated 24th October 2003 and this authority shall be in substitution for all authorities conferred upon the directors by virtue of resolutions passed prior to the date of the passing of this resolution to the extent that the same shall not have been utilised by such date. The authority conferred by this resolution shall be for a period expiring at the conclusion of the Annual General Meeting to be held in 2003.

Dated 24th October 2003

Docuscan Limited

Company Financial Services Limited

Linda Wellard

Russell Holmes-Thompson

Lloyd McCall

Brian Lamb

Robert Brian Pollock

MGGR (UK) LimitedDirector

Employee Benefit TrustTrustee

Director
FOR A
Signature
Director

