

**THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
PARTNERS IN IT LIMITED**

At the annual general meeting of the Company duly convened and held on 25th November 2004 at Stirrups Country House Hotel the following resolutions were duly passed:

Ordinary Resolution

To receive the report of the directors and the accounts for year ended March 2004.

Ordinary Resolution

To re-elect the auditors and authorise the directors to fix their remuneration.

Ordinary Resolution

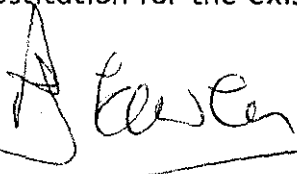
That the authorised share capital of the Company be increased from £1,000 to £1012.50 by the creation of 125 ordinary shares of 10p each ranking *pari passu* with the existing ordinary shares in the capital of the Company.

Special Resolution

THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate amount of £1012.50 provided that this authority shall expire on the date preceding the fifth anniversary of the date of passing of this resolution.

Special Resolution

THAT the regulations contained in the printed document produced to the meeting and signed, for the purpose of identification by the Chairman of the meeting, be adopted as the articles of association of the Company in substitution for the existing articles of association of the Company.


Phil Lawler
Chairman

