

Company No. 3302461

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF THE SOLE MEMBER OF



PRAXIS SOFTWARE ENGINEERING LIMITED

We, the undersigned, the Sole Member of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolutions in accordance with Section 381A of the Companies Act 1985, as inserted by Section 113 of the Companies Act 1989:

ORDINARY RESOLUTIONS

1. THAT with immediate effect the Company's Authorised Share Capital be and is hereby increased beyond the registered Capital of £1,000 to £1,500,000 by the creation of a further 1,499,000 Ordinary Shares of £1.00 each ranking pari passu in all respects with the Company's existing Ordinary Shares.
2. THAT the Directors for the time being be and are hereby unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to issue and allot Share Capital of the Company up to a maximum nominal amount of £1,499,998 for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of the preceding Resolution, the Directors be and are hereby authorised and empowered for the purpose of Section 95 of the Companies Act 1985 to allot 1,498,998 Ordinary Shares of £1.00 each for cash consideration or otherwise pursuant to the authority conferred by the preceding Resolution as if the pre-emption rights in Article 3 did not apply to any such allotment.
4. THAT, subject to the passing of the preceding Resolution No. 1, the Company's Authorised share capital of £1,500,000 consisting of 1,500,000 Ordinary Shares of £1.00 each be sub-divided into 15,000,000 Ordinary Shares of £0.10 each.

Signed  - Duly Authorised Date 17-2-97
For and on behalf of Deloitte & Touche Holdings Limited

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR