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**IMERGE LIMITED
(THE "COMPANY")**

Minutes of a meeting of the shareholders of the Company
Held at Unit 6 Bar Hill Business Park, Saxon Way
On 21 August 2001 at 10am

Present:	Nick Wood	Chairman
	Adrian Lucas	CEO
	Vivienne Bush	Company Secretary

It was reported that the meeting was quorate and had been duly convened. Nick Wood took the Chair and declared the meeting open.

The Notice convening the Extraordinary General Meeting and the Consent to Short Notice were read.

1. The following ordinary resolution was put to the meeting and carried:-

1 *That the authorised capital of the Company be increased to £55,193.08 by the creation of 777,156 "A" Ordinary Shares of 1p each and 200,002 Ordinary Shares of 1p each (each such shares having the rights set out in the articles of association of the Company).*

2. The following ordinary resolution was put to the meeting and carried:-

2 *That in substitution for all or any previous authority conferred on the Directors to allot and issue relevant securities, the directors from time to time of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot the following shares:*

2.1 *851,209 "A" Ordinary Shares of 1p each on conversion of Loan Stock issued by the Company under the Deed constituting £2,500,000 Loan Stock 2006;*

2.2 *620,900 Ordinary Shares of 1p each pursuant to options under an employee share scheme that have already been granted; and*

2.3 *221,000 Ordinary Shares of 1p each pursuant to an employee share scheme or schemes in favour of directors and/or employees of the Company on terms approved by the Directors,*

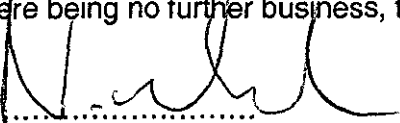


PROVIDED THAT all such authority shall expire on 21 August 2006 save that it shall extend to the allotment at any time of any of the above shares pursuant to an offer or agreement which is made prior to 21 August 2006.

3. The following special resolution was put to the meeting and carried:-

- 3 *That the directors from time to time of the Company be empowered pursuant to section 95 of the Companies Act 1985 to allot the above shares in the capital of the Company pursuant to the authority conferred by resolution 2 above as if sections 89(1) and 90 (1) and (6) of the Companies Act 1985 did not apply to such allotment.*

There being no further business, the meeting closed.



Nick Wood
Chairman