

Company Number: 3441816

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**iFORCE LIMITED (the "Company")**

**Pursuant to section 381A of the Companies Act 1985**

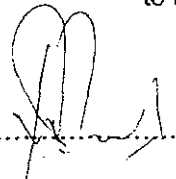
(Passed on 2 April ~~March~~ 2002)

We, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE**, pursuant to section 381A of the Companies Act 1985, that the following resolution shall be passed as a written resolution as set out below:

**1 THAT:-**

- (a) the authorised share capital of the Company be increased by the creation of 1 Deferred Share of £1.
- (b) the directors be authorised pursuant to section 80 of the Companies Act 1985 to allot share capital up to an aggregate nominal amount of £1;
- (c) the pre-emption rights in section 89 of the Companies Act 1985 be disapplied; and
- (d) the Articles of Association of the Company be deemed amended by the inclusion of a new articles as follows:-

"The Deferred Shares shall not (a) be entitled to any dividends; (b) participate in any other distribution on winding up or otherwise and (c) not carry no entitlement to receive notice of, attend or vote at any general meeting of the Company."

  
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For and on behalf of

**iForce Holdings Limited**

