

Company Number: 3538502



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS
OF

HONEYFRAME SOFTWARE DEVELOPMENT LIMITED (the "Company")

The undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company convened for the purpose of considering the resolutions set out below **HEREBY RESOLVE**, in accordance with Article 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, such article being incorporated in the Company's Articles of Association, that the following resolutions be passed as ordinary or special resolutions as indicated and agree that the said resolutions shall, for all purposes, be as valid and effective as if they had been passed at a duly convened and held general meeting of the Company.

SPECIAL RESOLUTION

1. **THAT** the Articles of Association attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTION

2. **THAT** the authorised share capital of the Company be and is hereby increased by £375,000 to £376,000 by the creation of 375,000 preference shares of £1 each in the capital of the Company such shares having the rights and obligations set out in the Articles of Association of the Company adopted by Resolution 1 above.

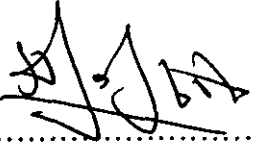
ORDINARY RESOLUTION


3. **THAT** the Directors of the Company from time to time be and are hereby generally and unconditionally authorised for the purposes of Section 80 Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot preference shares in the capital of the Company up to a maximum nominal amount of £375,000 to such persons at such times and upon such terms and conditions as the Directors of the Company may determine (subject to the Articles of Association of the Company) provided that this authority shall, unless renewed, expire on the date five years after the date hereof.


SPECIAL RESOLUTION

4. **THAT** the directors of the Company be and are hereby authorised to allot preference shares in the capital of the Company pursuant to the general authority conferred by Resolution 3 above as if article 4 of the Articles of Association of the Company adopted by resolution 1 above did not apply to any such allotment.

Dated 23rd June 2001

X 
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for and on behalf of
Guild Ventures Limited

X 
.....
Christopher Philip Preece

X 
.....
William Denzil Martin