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C/N S/D 19/4/01

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£20 O.P.

Company Number: 3826434

The Companies Act 1985
Public company limited by shares
Resolutions passed on 11th April 2001

VOYAGER IT.COM PLC

At the Annual General Meeting of the above named Company duly convened and held at Founders Hall, 1 Cloth Fair, London EC1A 7HT on Wednesday, 11th April 2001, the following resolutions were duly passed, in the case of Resolutions 1 and 4 below as special resolutions, and in the case of Resolutions 2 and 3 below as ordinary resolutions:

SPECIAL RESOLUTION

1. That the name of the Company be changed to ~~Cater Barnard plc~~

ORDINARY RESOLUTION

2. That the authorised share capital of the Company be increased from £2,000,000 to £4,000,000 by the creation of 200,000,000 new ordinary shares of 1p each, ranking *pari passu* in all respects with the existing ordinary shares in the capital of the Company.

ORDINARY RESOLUTION

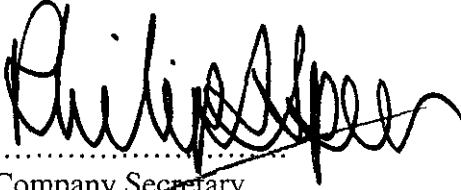
3. That the directors be generally and unconditionally authorised, pursuant to the provisions of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities as defined by Section 80, provided that –
- (a) the maximum amount of such securities which may be allotted under this authority is £1,924,672.30;
 - (b) this authority shall, unless it is, prior to its expiry, duly revoked or varied or renewed, expire on 31st March 2006; and
 - (c) all previous authorisations given to the directors under Section 80 shall now cease to have any effect, save that the directors may allot relevant securities in pursuance of any offer or agreement made by the Company before today and which requires or might require relevant securities to be allotted after today, as if the directors' previous authority had not ceased to have effect.



SPECIAL RESOLUTION

4. That the directors be empowered, pursuant to the provisions of Section 95 of the Act, to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority given to them for the purposes of Section 80 of the Act by Resolution 8 above up to a maximum amount of £363,452 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall, unless it is, prior to its expiry, duly revoked or varied or renewed, expire on the date of the second Annual General Meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

I hereby certify that these are true copies of the resolutions so passed at the meeting.


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Company Secretary