

PRIVATE AND CONFIDENTIAL

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MOMENTUM GROUP LIMITED
(Registered in England - No. 3926849)

WRITTEN RESOLUTION

Passed 19th February 2002

Pursuant to section 381A Companies Act 1985, the following Resolution was agreed to and was duly passed on 19th February 2002 as a Special Resolution:

SPECIAL RESOLUTION

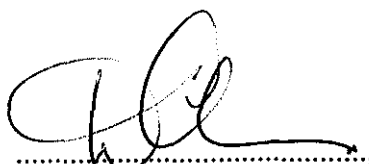
THAT the Articles of Association of the Company be and are hereby amended by the removal of Article 4.4.1 and its replacement with:

“4.4.1 Immediately prior to a Realisation all of the Preferred Ordinary Shares shall, subject to Article 4.4.2, convert into the same number of fully paid A Ordinary Shares such that immediately following conversion (but prior to the Realisation) the former holders of the Preferred Ordinary Shares shall hold such number of A Ordinary Shares as would, upon a distribution of the Realisation Value following a Realisation occurring:

4.4.1.1 prior to the issue of the Series B Loan Notes, result in the holders of such A Ordinary Shares receiving 51.25% of the Realisation Value; and

4.4.1.2 occurring after the issue of the First Tranche of the Series B Loan Notes, result in the holders of such A Ordinary Shares receiving 54.65% of the Realisation Value; and

4.4.1.3 after the issue of both the First Tranche of the Series B Loan Notes and the Second Tranche of the Series B Loan Notes, result in the holders of such A Ordinary Shares receiving 56.35% of the Realisation Value.”


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CHAIRMAN