

Company No: 3936915

**THE COMPANIES ACT 1985 to 1989**

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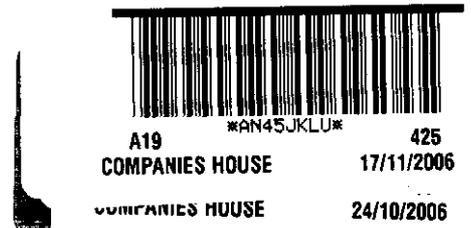
**A PRIVATE COMPANY LIMITED  
BY SHARES**

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**WRITTEN RESOLUTIONS**

of

**IMAGINATIK LIMITED**  
(the "Company")



I, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at a general meeting in accordance with Section 381A Companies Act 1985 hereby resolve that the following Ordinary and Special Resolutions will be passed and agree that the Ordinary and Special Resolutions shall have the same effect as if passed at a general meeting duly convened and held:-

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company be increased from £50,000 to £312,500 by the creation of an additional £262,500 ordinary shares of £1.00 each having the respective rights and restrictions applicable thereto as set out in the articles of association of the Company.
2. THAT each of the issued and unissued ordinary shares of £1.00 each in the capital of the Company be subdivided into 500,000,000 ordinary shares of £0.000625 each having the respective rights and restrictions applicable thereto as set out in the articles of association of the Company.

**SPECIAL RESOLUTIONS**

3. THAT the memorandum of association of the Company, in the form produced to the meeting, be amended to allow the Company to be re-registered as a public company under the Companies Act 1985 with the name of Imaginatik Plc.

4. THAT the draft new articles of association, in the form produced to the meeting, be adopted as the articles of association in substitution for and to the exclusion of the existing articles of association.

Dated 20 October 2006



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**Mark Turrell**