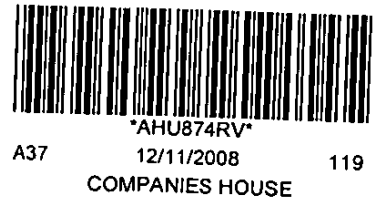


Registered Number 03971244

MIVA (UK) LIMITED
(the "Company")

WEDNESDAY



PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION CIRCULATED ON 7th November 2008 PURSUANT TO
CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

WHEREAS the ultimate holding company of the Company Miva Inc ("MIVA") is proposing to enter into a facilities agreement (the "**Facilities Agreement**") with Bridge Bank NA (the "**Bank**") in order to, *inter alia*, assist working capital requirements

WHEREAS under the Facilities Agreement the Company's immediate parent company will charge its shares in the Company to the Bank and the Bank requires a Special Resolution of the Company to be passed as follows

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that each of the following resolutions is passed as a special resolution

SPECIAL RESOLUTION

- 1 That the Company be authorised and directed to enter into (a) a Guarantee in favour of the Bank in respect of MIVA's obligations and liabilities to it and (b) a Debenture in favour of the Bank containing fixed and floating charges over the assets of the Company in each case in terms required or approved by the Bank
- 2 **THAT** the Articles of Association of the Company be altered by the insertion of the following as Article 125
 - 125 1 "Notwithstanding anything to the contrary in these articles of association, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer -
 - a. is to any bank, institution or other person to which such shares have been charged by way of security, or to any subsidiary or nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"), or
 - b. is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - c. is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security

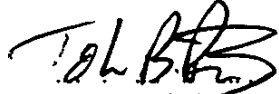
and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 125 2 Notwithstanding anything to the contrary in these articles of association, any lien on any shares (whether part of fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Institution (as defined in Article 125 1) ”

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, being entitled at the time the resolution was circulated to vote on the resolution and being the sole member of the Company, **HEREBY AGREE** to the resolution being passed

Signed



Date

7 November 2008

for and on behalf of MIVA Media International Inc

NOTES:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to the above resolution you do not need to do anything
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by 3RD DECEMBER 2008, sufficient agreement has been received for the resolution to pass, they will lapse If you agree to the resolution, please ensure that your agreement reaches us before or on this date
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document