

Company number: 03973257

THE COMPANIES ACT 1985-1989

RESOLUTION IN WRITING

OF

AXIOMLAB

(the Company)

We being the only members of the Company who at the date of this resolution are entitled to receive notice and attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolution in writing of the Company in accordance with article 72 of the Company's existing articles of association:

RESOLUTION

As a special resolution in writing:

1. **THAT** the 400,037,451 ordinary shares of £0.0025 each in the issued share capital of the Company registered, as at the date of this resolution, in the name of Inhoco 2835 Limited be converted into 400,037,451 A ordinary shares of £0.0025 each in the issued share capital of the Company having the rights set out in resolution 3 below (the **A Ordinary Shares**).
2. **THAT** the authorised share capital be reduced from £1,875,000 to £1,000,093.63 by cancelling 349,962,400 authorised but unissued Ordinary Shares of £0.0025 each.
3. **THAT** the existing articles of association of the Company be amended by:
 - 1.1 Deleting the existing article 5 and by substituting the following new article 5

"The share capital of the Company is £1,000,093.63 divided into 400,037,451 A Ordinary Shares of £0.0025 each and 1 Ordinary Share of £0.0025."
 - 1.2 the insertion of the following provisions as a new article 6A :

"The Ordinary Share and the A Ordinary Shares shall rank p
follows :



a. Dividends


The profits of the Company available for distribution shall (if any distribution is recommended by the Directors) be distributed as follows:

- i. in paying to the holders of the A Ordinary Shares as a class a dividend of 99.999999 per cent. of the profits of the Company available for distribution; and
- ii. in paying to the holder of the Ordinary Share 0.000001 per cent. of the profits of the Company available for distribution a dividend.

b. Capital


On a return of capital on liquidation or otherwise, the assets of the Company available for distribution amongst the members shall be applied as follows:

- i. in repaying to the holders of the A Ordinary Shares as a class 99.999999 per cent. of the assets available for distribution; and
- ii. in repaying to the holder of the Ordinary Share 0.000001 per cent. of the assets available for distribution."

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Date..... 10/11/05

For and on behalf of Inhoco 2835 Limited

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Date..... 10/11/05

For and on behalf of Inhoco 2895 Limited