

Company Number: 03982134

ORDINARY RESOLUTIONS

OF

TOPONLINE LIMITED

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company HEREBY PASSES the following written resolutions pursuant to 381A of the Companies Act 1985.

It is resolved:

1. That the capital of the Company be increased from £1,000 to £200,000,000 by the creation of 199,999,000 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed, revoked or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Date: 22 May 2000



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(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Sole member and director

Jordans Limited
21 St. Thomas Street
Bristol BS1 6JS
Ref: CL/JAC/3C6423

SMRES 2.CFP

