

Company Number: 3997349

THE COMPANIES ACT 1985 AND 1989

RESOLUTIONS  
OF  
AXIOM SYSTEMS HOLDINGS LIMITED

At an extraordinary general meeting of the Company held on 14 July 2006, the following resolutions were duly passed as ordinary and special resolutions as specified below:

ORDINARY RESOLUTIONS

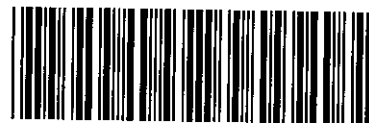
1. **THAT** the creation of warrants to subscribe for shares in the Company on the terms of the instrument, a copy of which is produced to the meeting marked "A" and initialled by the Chairman for the purposes of identification (the "**Warrant Instrument**"), be and is hereby approved and the directors of the Company be authorised to negotiate such amendments and take such action as may be required to complete the creation of such warrants.
2. **THAT** the creation of an option to subscribe for shares in the Company on the terms of the instrument, a copy of which is produced to the meeting marked "A" and initialled by the Chairman for the purposes of identification (the "**Option Deed**"), be and is hereby approved and the directors of the Company be authorised to negotiate such amendments and take such action as may be required to complete the creation of such option.
3. **THAT** the directors of the Company be and they are hereby authorised pursuant to section 80 Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot warrants to subscribe for shares with a nominal value of £0.01 in the Company on the terms of the Warrant Instrument, provided that the relevant securities (as defined in that section) which may be allotted pursuant to such warrants shall be limited in nominal value to in aggregate £2,501.02 such authority to expire five years from the date of this resolution.

SPECIAL RESOLUTION

4. **THAT** by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of warrants pursuant to the authority conferred by resolution 3 above.

CHAIRMAN

TUESDAY



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07/11/2006

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COMPANIES HOUSE