

COMPANY NO: 04009445
WRITTEN RESOLUTIONS
OF PASPORTE LIMITED

Pursuant to Regulation 53 of Table A in the Companies (Table A to F) Regulations 1985 (SI 1985/805) (which regulation is incorporated in the articles of association) I the undersigned, being the sole member of the Company at the date of these Resolutions who are entitled to attend and vote at a general meeting of the Company, hereby resolve that the Resolutions set out below be passed

THAT:

AS ORDINARY RESOLUTIONS

1. the 1,000 Ordinary shares of £1 each in the Company be sub-divided into 10,000,000 Ordinary shares of 0.01p each;

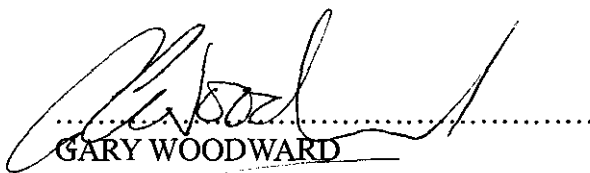
AS A SPECIAL RESOLUTION

2. THAT the directors be and are hereby empowered to allot at par:
 - 2.1 3,028,750 Ordinary Shares of 0.01p each in the capital of the Company to Gary Woodward; and
 - 2.2 3,038,750 Ordinary Shares of 0.01p each in the capital of the Company to Philip Blatchford

as if the pre-emption rights which members have in article 2.2 of the Company's Articles of Association did not apply to such allotment.

Dated:.....7 December.....2000

Signed:


.....
GARY WOODWARD

