

Registered No. 4402978

WRITTEN RESOLUTION PURSUANT TO THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF IN8 LIMITED
(Pursuant to section 381A of the Companies Act 1985)**

Passed *23rd* November 2005

We, being the all the Shareholders of the Company for the time being entitled to receive notice of and attend meetings of the Company, HEREBY RESOLVE that the following resolutions be passed as written resolutions of the Company:

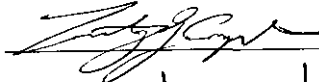
THAT:

1. the authorised share capital of the Company be and is hereby increased to £1,000 by the creation of 900 ordinary shares of £1 each, each ranking pari passu with the existing ordinary shares and having the rights and restrictions as set out in the Articles of Association;
2. the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of s.80 Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall, subject to s.80 of the Act, be for a period expiring on the fifth anniversary of this Resolution unless renewed, varied or revoked by the Company in General Meeting and the maximum of relevant securities which may be allotted to such authority shall be £900 being the authorised but as yet unissued share capital of the Company at the date hereof;
3. the Directors shall be entitled under the authority conferred by paragraph 2 of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority;
4. the Directors shall be empowered for a period expiring on the fifth anniversary of this Resolution to allot equity securities (within the meaning of s.94(2) of the Act) of the Company pursuant to the authority conferred by paragraph 2 of this Resolution as if s.89(1) of the Act did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power. Provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would if not renewed expire but if that authority is renewed the said power may also be renewed for a period not longer than that which the authority is renewed by Special Resolution of the Company passed in General Meeting; and

5. that the name of the Company be changed to "ParkExchange Limited".

Dated the 23rd day of November 2005

Signed **T. CARPENTER:**



Signed **A. KORDA:**