

Registered Number 4439855

BLUEBACK LIMITED

(the "Company")

Resolutions passed at an Annual General Meeting held on 23 December 2004

At an Annual General Meeting of the Company held at 8 Shelton Street, London WC2H 9QX on 23 December 2004 at 11am, the following resolutions were passed as ordinary resolutions in the case of those resolutions numbered 1 and 2 and as special resolutions in the case of those resolutions numbered 3 to 5:

ORDINARY RESOLUTIONS

1. To increase the authorised share capital from £500 to £700 by the creation of an additional 20,000 ordinary shares of £0.01 each in the capital of the Company with the rights set out in the Articles of Association of the Company from time to time in force.
2. That in accordance with Section 80 of the Companies Act 1985, the directors be authorised to allot, dispose of, or grant options over 20,000 ordinary shares of £0.01 each created pursuant to Resolution 4 hereof to such persons, on such terms and in such manner as they think fit, subject to the provisions of the Articles of Association during a period of five years commencing with the date of this resolution.

SPECIAL RESOLUTIONS

3. That by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of shares made pursuant to the authority conferred in Resolution 5 hereof.
4. That the Articles of Association be amended by the deletion of Article 19.2 in its entirety and the replacement of it with the following:

"Meetings of the Board of Directors shall take place no less frequently than every two months and, unless each Director has consented to a shorter notice period in writing, reasonable advance notice (being not fewer than two days' notice) shall be given to each Director."

5. That the Articles of Association be amended by the deletion of Article 19.4 in its entirety and the replacement of it with the following:

"Notices of meetings of the Board shall be given to the Directors in writing or shall be given using electronic transmission to an address for the time being notified for that purpose to the person giving the notice."


Chairman

Dated: 23 December 2004

