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Company No: ~~446293~~

The Companies Act 1985
COMPANY LIMITED BY SHARES
ORDINARY and SPECIAL RESOLUTIONS
of
ART VPS LIMITED

Passed 14 November
2003



AT an annual general meeting of the Company, duly convened and held on 14 November 2003, the following resolutions were duly passed as ordinary and special resolutions as indicated below:

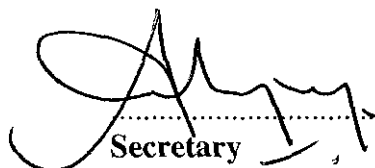
RESOLUTIONS

As ordinary resolutions

1. To receive the accounts of the Company for the accounting period ended 30 June 2003, and the directors' report for that period.
2. To appoint Brian Tyler as a director of the Company and approve the Company entering into a service contract with him.
3. To re-appoint Deloitte and Touche as the auditors and authorise the Directors to fix the auditors' remuneration.
4. To generally and unconditionally authorise the Directors in accordance with section 80 of the Companies Act 1985 ("Companies Act") (in addition to any other authority to allot relevant shares pursuant to section 80 of the Companies Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act) up to a maximum nominal amount of £20.00 (a maximum of 200,000 "A" ordinary shares, "B" ordinary shares and/or ordinary shares of £0.0001 each) provided that such authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 16 March 2005 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry.

As a special resolution

5. That the Company's Articles of Association be amended by the deletion of the number 200,000 in the definition of "Option Schemes" and replacing it with the number 350,000

 Partner (authorized signatory of Eversecretary Limited)
Secretary