

OXFORD CONVERSIS LIMITED

WRITTEN RESOLUTIONS

WE, the undersigned, being all the members of the above named company who, at the date of this Resolution would be entitled to attend and vote at a General Meeting of the company, hereby approve the following resolutions as ordinary and special resolutions of the company and agree that they shall for or all purposes be valid and effective as if the same had been passed by us all at a General Meeting of the company duly convened and held.

Ordinary Resolutions

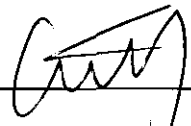
1. The authorised share capital of the Company be increased to £300,000 by the creation of 299,000 ordinary shares of £1 each.
2. In accordance with Section 80 of the Companies Act 1985 the directors be and are hereby generally and unconditionally authorised for the period commencing on and with effect from the date of adoption of this resolution and expiring on 28th February 2003 to allot up to 300,000 ordinary or other classes of shares of £1 each in the capital of the Company;

Special Resolution

3. That pursuant to the Companies Act 1985 s95 the directors be empowered to allot securities as if the pre-emption provisions of the Companies Act 1985 s89(1) did not apply to such allotment save that this power shall be limited to the allotment not later than 28th February 2003 of up to 300,000 ordinary or other classes of shares of the Company. This power shall expire on 28th February 2003 except to the extent that it is renewed or extended prior to that date, save that the company may make any offer or agreement before the expiry of this power that would or might require securities to be allotted after it has expired and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

Signed

Date


24-1-03

