

VIRTALIS LIMITED

Company Number 4646508

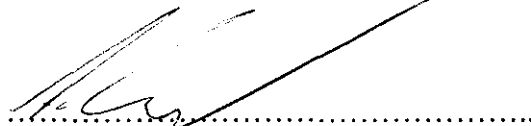
RESOLUTION IN WRITING

We, being all the members for the time being of the above Company entitled to attend and vote at general meeting of the Company, hereby resolve and agree that the following resolution shall take effect pursuant to section 381A Companies Act 1985:-

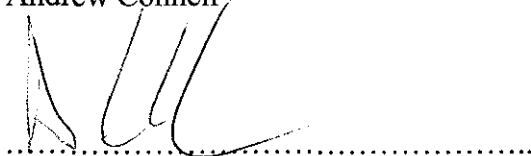
RESOLUTION

1. THAT the authorised share capital of the Company be increased to £100,000 by the creation of 99,900 additional Ordinary Shares of £1 each those Ordinary Shares having attached to them the respective rights and privileges and restrictions set out in the articles of association;
2. THAT the articles of association of the Company be altered by the adoption of the clause in the printed document signed for the purposes of identification by the Chairman in substitution for and to the exclusion of the present clause 2.1;
3. THAT the memorandum of association of the Company be altered by the adoption of the clause in the printed document signed for the purposes of identification by the Chairman in substitution for and to the exclusion of the present clause 5.

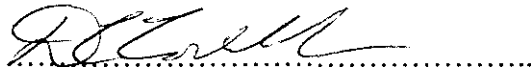
Dated *12th February* 2003



Andrew Connell



David Clark



David Cockburn-Price



VIRTALIS LIMITED

Clause 2.1 of the Articles of Association

- 2.1 The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.

A handwritten signature in cursive script, appearing to read 'D. Howell', written over a dotted line.

Chairman

VIRTALIS LIMITED

Clause 5 of the Memorandum of Association

5. The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.



Chairman