

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
SOLE MEMBER'S WRITTEN RESOLUTIONS
OF

STATUSFLOAT LIMITED ("the Company")



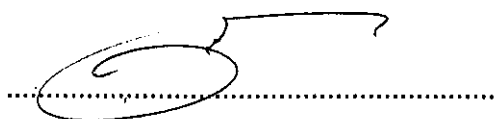
Spen Hill Properties (Holdings) plc, being at the date hereof the sole member of the Company and as such being the only member who would be entitled to attend and vote at a General Meeting of the Company, hereby resolves to pass the following ordinary and special resolutions of the Company as written resolutions pursuant to section 381A of the Companies Act 1985, namely:

Ordinary Resolutions

- 1 THAT the authorised capital of the Company be increased from £1,000 to £20,000,000 by the creation of £19,999,000 new ordinary shares of £1 each in the Company ranking pari passu in all respects with the existing shares in the capital of the Company and that the Company's Memorandum of Association be altered accordingly.
- 2 THAT pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:
 - 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £19,999,999; and
 - 2.2 this authority shall, unless it is duly revoked or varied or is renewed, expire on the first anniversary of the date hereof.

Special Resolution

- 3 THAT pursuant to the provisions of section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the general authority given to them for the purposes of section 80 of that Act by the resolution numbered 2 above as if section 89(1) of that Act did not apply to any such allotment.

A handwritten signature in dark ink, consisting of a large, stylized 'S' followed by a horizontal line and a small flourish.

Spen Hill Properties (Holdings) plc

Dated 20 February 2003