

Company Number: 04697004

**The Companies Act 1985
(as amended by the Companies Act 1989)**

WRITTEN RESOLUTION OF THE MEMBERS

OF

TRANSACTIS LIMITED

("the Company")

Passed: 30 March 2004


Pursuant to Regulation 9 of the Articles of Association of the Company we, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at any general meeting of the Company HEREBY PASS the following resolutions as Elective Resolutions:

1. THAT the provisions of Section 80A of the Companies Act 1985 to 1989 (the "Act") shall apply, instead of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80;
2. THAT in accordance with Section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company at a shareholders meeting;
3. THAT in accordance with Section 366A of the Act future Annual General Meetings of the Company will be dispensed with;
4. THAT the Company hereby elects pursuant to Sections 369(4) and 378(3) of the Act the provisions of those sections shall have effect in relation to the Company as if for the reference to 95 per cent in those provisions there were substituted references to 90 per cent; and
5. THAT in accordance with Section 386 the Company elects to dispense with the obligation to appoint Auditors annually.





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Christopher Morris



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Anthony Lawes



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Mark Patron

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Andrew Pike
For and on behalf of Cosec Services Limited

Dated this 30th day of March 2004

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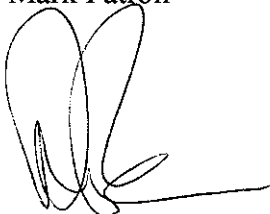
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