

Company Number: 4826387

2ESCAPE2 HOLDINGS LIMITED

(the "Company")

Member's Written Resolutions

I, the undersigned, being the holder for the time being of the entire issued share capital of the Company and who at the date of these written resolutions would be entitled to attend and vote at a general meeting of the Company resolve, in accordance with Section 381A of the Companies Act 1985, that the following resolutions be passed, in the case of resolutions 1 and 2(C) as special resolutions and, in the case of resolutions 2(A) and 2(B) as ordinary resolutions:

1. the regulations contained in Table A to the Companies Act 1985 be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

2. (A) the share capital of the Company be and is hereby increased from ~~£1,000~~ ^{£100} to £2,509,918 by the creation of 2,508,918 new ordinary shares of £1 each;

(B) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") during the period of 5 years from the date this resolution was passed to exercise all the powers of the Company to allot relevant securities (as defined in the Act) up to an aggregate nominal amount equal to the aggregate nominal amount of the unissued but authorised share capital of the Company as increased by resolution 2(A) and within that period to make any offer or agreement which would or might require such securities to be allotted after the expiry of this authority and all authorities previously conferred on the directors pursuant to section 80 of the Act be and are hereby revoked; and

(C) the directors be and are hereby empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to this general authority for the purposes of section 80 of the Act as if section 89(1) of the Act did not apply to such allotment and to make any offer or agreement which would or might require such securities to be allotted after the expiry of the authority and all powers pursuant to section 95 of the Act be and are hereby

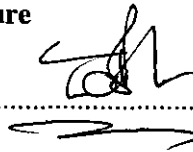


Dated 11 JULY 2003

Member's name

TERENCE WILLIAM BURT

Signature

A handwritten signature in black ink, appearing to be 'T. Burt', written over a horizontal dotted line.