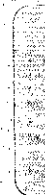


Company Number: 04831976

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
MOBILE ATM LIMITED



(Passed pursuant to section 381A of the Companies Act 1985)

We, the undersigned, being or representing the sole member of the Company at the date of these resolutions, HEREBY PASS the following resolution as a written resolution of the Company:

RESOLUTION

1. THAT the authorised share capital of the Company be and is hereby increased from £1,000 divided into 1,000 Shares of £1.00 to £20,000 divided into 20,000 Shares of £1.00 each by the creation of an additional 19,000 Shares of £1.00 each;
2. THAT the issued share capital of £1 divided into one ordinary share of £1 be converted into one "A" Share of £1 and that the authorised but as yet unissued share capital of £19,999 divided into 19,999 ordinary shares of £1 each be converted into 9,999 "A" Shares of £1 each and 10,000 "B" Shares of £1 each;
3. THAT pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act"), the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section 80 of the Act provided that:
 - 3.1 the maximum amount of such securities that may be allotted under this authority (within the meaning of such section 80 of the Act) when aggregated with those currently in issue shall not exceed £20,000; and
 - 3.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire five years after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry;


4. THAT, pursuant to the provisions of section 95 of the Act, the Directors are empowered to allot equity securities (as defined in section 94 of the Act) pursuant to the general authority given to them for the purposes of section 80 of the Act pursuant to resolution 3 above as if section 89(1) of the Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution; and
5. THAT the regulations contained in the printed document marked "A" and attached to this resolution be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Name of shareholder

Signature

Date of Signature

MChex Limited



24 March 2004