



Company Number: 4927157

Certified a true copy
this 4th day of February 2004
Landwell (Solicitors)

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CASTLEGATE 284 LIMITED

Passed 28 January 2004

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative), pursuant to regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) which forms part of the articles of association of the Company hereby resolve that the following resolutions be passed and agree that the same shall have effect as if passed in the case of resolutions 1 and 2 as ordinary resolutions and in the case of resolutions 3 and 4 as special resolutions at a general meeting duly convened and held:

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be and hereby is increased from £1,000 divided into 1,000 ordinary shares of £1 each to £24,001,000 divided into 24,001,000 ordinary shares of £1 each by the creation of 24,000,000 ordinary shares of £1 each, such new ordinary shares of £1 each to rank pari passu with the existing ordinary shares of £1 each of the Company.
- 2 **THAT**, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors of the Company be and hereby are authorised generally and unconditionally to allot relevant securities of the Company (as defined in section 80 of the Act) up to an aggregate nominal amount equal to the authorised and unissued share capital of the Company at the date of this resolution (as increased by resolution 1 above), provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry

make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors of the Company may allot the relevant securities in pursuance of such offer or agreement, as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

- 3 **THAT** the articles of association of the Company be and hereby are amended by the insertion of the following article as a new article 3 and the renumbering accordingly of the subsequent articles (and the references contained therein):

"PAYMENT UP OF PREMIUM

- (a) In this Article 3:

- (i) **"Relevant Shares"** means the 24,000,000 ordinary shares of £1 each allotted, on the date of adoption of this Article, to the Subscriber as fully paid up as to nominal value but as nil paid as to the premium payable on such shares under the terms of allotment of such shares as set out in the Subscription Agreement;
- (ii) **"Note"** means the zero coupon discounted note issued, on the date of adoption of this Article, by Clinphone Limited to the Subscriber, and assigned, on the date of adoption of this Article, by the Subscriber to the Company pursuant to the Subscription Agreement;
- (iii) **"Subscriber"** means Clinphone Group Limited, a company incorporated in England and Wales with registered number 3264836 whose registered office address is at Ladybay House, Meadow Grove, Nottingham NG2 3HF; and
- (iv) **"Subscription Agreement"** means the agreement between the Subscriber and the Company dated with the same date as the date of adoption of this Article and which sets out the terms of allotment of the Relevant Shares.

- (b) Subject to the Relevant Shares being allotted and issued by the Company to the Subscriber on the terms set out in the Subscription Agreement, the directors of the Company shall, without the need for any resolution of the members of the Company:

- (i) resolve to capitalise all and any realised profits arising on the Note, whether accrued or received, within 30 days following 28 February 2004 and 28 February 2005; and


(ii) appropriate the sum resolved to be capitalised to the share premium account of the Company and apply such sum in or towards paying up, proportionately in relation to each Relevant Share, the amount, if any, for the time being unpaid in respect of premium on each Relevant Share.

(c) The obligations of the directors of the Company set out in paragraph (b) above shall cease to apply if and to the extent the Relevant Shares become fully paid up as to nominal value and the premium payable on such shares under the terms of allotment of such shares as set out in the Subscription Agreement.

(d) Regulation 110 of Table A shall be read subject to and be modified by the provisions of this Article 3.

(e) The directors of the Company may refuse to register the transfer of any Relevant Share in their absolute discretion. Regulation 24 of Table A and Article 5 shall be read subject to and modified by the provisions of this Article 3."

4 **THAT** the directors of the Company shall not be required to offer any of the shares created by resolution 1 above to the members in accordance with article 2(b), and article 2(b) shall not apply to such shares.


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for and on behalf of
Clinphone Group Limited