

**WRITTEN RESOLUTION**

**- OF -**

**ASCRIBE LIMITED**

**Dated the 23 day of November 2004**

We, the undersigned, being all the members of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

**ORDINARY RESOLUTION**

1. THAT the acquisition by the Company of the entire issued share capital of ASC Computer Software Limited upon the terms of the draft Agreement attached to this resolution, being a substantial property transaction involving directors of the Company who are also the proposed vendors of the shares pursuant to the draft Agreement, be hereby approved pursuant to Section 320 of the Companies Act 1985, and that the directors of the Company be authorised to make any amendments to the Agreement as they see fit.

NAME

SIGNATURE

.....  
Anthony Stephen Critchlow

