

Company No. 05341336

THE COMPANIES ACT 1985 AND 1989

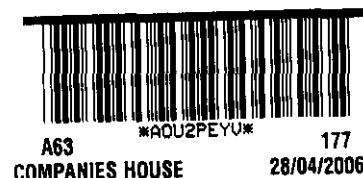
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PLETHORA SOLUTIONS HOLDINGS PLC

(the "Company")



At the Annual General Meeting of the Company held at the offices of Morrison & Foerster, CityPoint, One Ropemaker Street, London EC2Y 9AW, on 27 April 2006 the following resolutions were passed as ordinary and special resolutions of the Company.

ORDINARY RESOLUTIONS

- 1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2005, the Directors' Report, and the Report of the Independent Auditors on those accounts.
- 2 To receive the Directors' Remuneration Report and the Report of the Independent Auditors.
- 3 To reappoint as a director Stuart Wallis who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 4 To reappoint as a director Dr. Steven Powell who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 5 To reappoint as a director Dr. Michael Wyllie who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 6 To reappoint as a director Bradley Hoy who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 7 To reappoint as a director Professor Sir Christopher Evans who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.

- 8 To reappoint as a director Dr. Ann Hayes who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 9 To reappoint as a director Neil Stafford who is retiring in accordance with Article 115 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 10 To reappoint Grant Thornton UK LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
- 11 That, in substitution for all existing authorities the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £76,267.26 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry make an offer or agreement which would or might require such relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

- 12 That, in substitution for all existing authorities and subject to the passing of resolution 11 above, the directors be and are hereby generally empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) as if Section 89(1) of the Act did not apply to any such allotment. This power:
 - (a) expires 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, whichever occurs first, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of that offer or agreement; and
 - (b) is limited to:
 - (i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:

- (aa) to deal with equity securities representing fractional entitlements; and
 - (bb) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
- (ii) allotments (otherwise than pursuant to sub-paragraphs (i) above) of equity securities for cash up to an aggregate nominal amount of £25,422.42.



CHAIRMAN

PLETHORA SOLUTIONS HOLDINGS PLC
(the "Company")

Minutes of the Annual General Meeting of the Company
held at 7th Floor, CityPoint, One Ropemaker Street, London EC2Y 9AW
on 27 April 2006 at 2.00 p.m.

PRESENT:

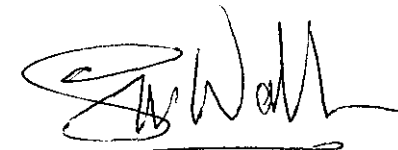
APOLOGIES:

Members: See attached list

IN ATTENDANCE:

- 1 Stuart Wallis was appointed Chairman of the Meeting.
- 2 The Chairman declared that a quorum was present and accordingly the Meeting was duly convened. It was unanimously agreed that the notice convening the Meeting should be taken as read.
- 3 The Chairman proposed resolution 1 set out in the notice as an ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 4 The Chairman proposed resolution 2 set out in the notice as an ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 5 The Chairman proposed resolution 3 set out in the notice as an ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 6 The Chairman proposed resolution 4 set out in the notice as an ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 7 The Chairman proposed resolution 5 set out in the notice as an ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.

- 8 The Chairman proposed resolution 6 set out in the notice as an ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 9 The Chairman proposed resolution 7 set out in the notice as a ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 10 The Chairman proposed resolution 8 set out in the notice as a ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 11 The Chairman proposed resolution 9 set out in the notice as a ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 12 The Chairman proposed resolution 10 set out in the notice as a ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 13 The Chairman proposed resolution 11 set out in the notice as a ordinary resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 14 The Chairman proposed resolution 12 set out in the notice as a special resolution. The resolution was put to the Meeting and carried unanimously on a show of hands.
- 15 There being no further business the Meeting then closed.



Chairman

THE COMPANIES ACTS 1985 AND 1989

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF THE
CARDINAL HUME CENTRE**

Incorporated on 4th December 2001

Company No: 4333875
Charity No: 1090836