

Company number: 06035209

THE COMPANIES ACT 1985 TO 2006

COMPANY LIMITED BY SHARES

SINGLE MEMBER'S RESOLUTION

of

VINCENTO PAYMENT SOLUTIONS LIMITED

(the "Company")

Pursuant to Section 357 of the Companies Act 2006

Dated: 29 December 2007

TC Invest AG, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby passes the following resolutions in writing (such resolutions to have effect pursuant to section 357 Companies Act 2006):

1 Increase in authorised share capital

That the authorised share capital of the Company be and is hereby increased from £15,000 to £5,000,000 by the creation of an additional 4,985,000 Ordinary Shares of £1.00 each such shares having the rights set out in the articles of association of the Company.

2 Authority to allot shares

That the Directors be and they are hereby generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) with an aggregate nominal value of £4,985,000, during the period from the date of passing of this resolution up to and including five years from the date of this resolution when this authority shall expire, save that the Company may, before expiry, make an offer or agreement which would or might require relevant securities to be allotted after expiry and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

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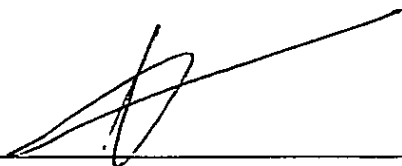
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3. **Disapplication of pre-emption rights**

That the pre-emption rights in Article 22 of the Company's articles of association shall not apply to the issue of shares pursuant to the authority granted under Resolution 2 above.

A handwritten signature in black ink, consisting of a stylized 'A' or 'T' shape, is written over a horizontal line.

For and on behalf of TC Invest AG

Dated 29,12/ 2007