

Registered Number 200728

COMPANIES ACTS 1985 TO 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS OF RUNTIME REVOLUTION LIMITED

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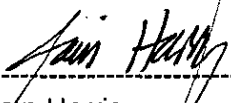
We the undersigned, being all the members of Runtime Revolution Limited ("the Company") who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, in accordance with the provisions of section 381A of the Companies Act 1985 (as amended) and pursuant to the powers and authorities contained in the Articles of Association of the Company HEREBY RESOLVE as follows, resolutions numbered 4 and 5 to take effect as special resolutions and resolutions numbered 1 to 3 and 6 take effect as ordinary resolutions:-

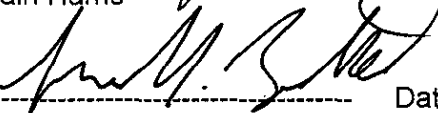
1. "THAT each of the existing issued shares of £1 each in the capital of the Company be and is hereby sub-divided into 10 shares of £0.10 each carrying the rights privileges and restrictions set out in the Articles of Association adopted pursuant to resolution 5 below."
2. "THAT the authorised share capital of the Company be and is hereby increased from £100 to £10,000 divided into 100,000 ordinary shares of £0.10 each by the creation of 90,000 additional ordinary shares of £0.10 each in the capital of the Company ranking in all respects pari passu with the existing ordinary shares in the capital of the Company."
3. "THAT the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount of £9000 provided that the authority hereby given shall expire five years after the passing of this resolution unless previously revoked or varied save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."



4. "THAT pursuant to section 95(1) of the Companies Act 1985, section 89(1) of the Companies Act 1985 shall not apply to the allotment of shares up to £1,048 in the capital of the Company pursuant to the authority conferred on the directors by resolution above."
5. "THAT the regulations contained in the document annexed and signed for the purposes of identification as relative to this resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."
6. "THAT the arrangement between the Company and each of its Directors, in terms of which the Company has agreed to allot shares in its capital to those Directors in exchange for their interests in the Crossworld Computing Partnership be and is hereby approved for the purposes of section 320 of the Companies Act 1985."

  
Date 28/06/00  
Kevin Miller

  
Date 28 June 2000  
Iain Harris

  
Date 28/06/00  
Alan Beattie

  
Date 28/06/00  
Michael Fisher