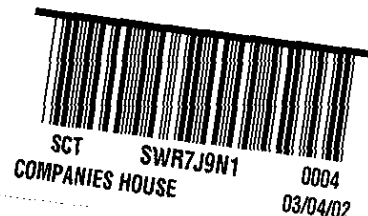


Number of Company: SC201025



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

of

HOMELINK TECHNOLOGIES LIMITED

Passed 7th March 2002

At an Extraordinary General Meeting of the above named Company, duly convened and held at 10 Foster Lane, London EC2V 6HR on the day 7th of March 2002 the subjoined Resolutions were duly passed, No.3 as an Ordinary Resolution and Nos. 1 and 2 as Special Resolutions:-

1. THAT Article 5.2 of the Articles of Association shall not apply to the following allotments of shares in the share capital of the Company:-

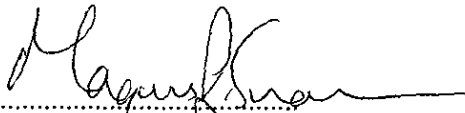
	<u>Allottee</u>	<u>Shares Allotted</u>
1.	Archibald Patrick Newall	45 Ordinary shares of £1 each
2.	David Hyman Gordon	55 Ordinary shares of £1 each

2. The restrictions contained in Article 9.2.1 of the Articles of Association shall not apply to any transfer of shares from David Gordon to Patrick Newall in the Company.
3. The transfer of 45 ordinary shares of £1 each in the share capital of Ascot UK Limited from Archibald Patrick Newall to the Company in consideration for the allotment to him of 45 ordinary shares of 10 pence each in the share capital of the Company and the transfer of 55 ordinary shares of £1 each in the share capital of Ascot UK Limited from David Hyman Gordon in consideration for the allotment to him of 55 ordinary shares of 10 pence

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each in the share capital of the Company be and are hereby authorised for the purposes of Section 320 of the Companies Act 1985 (as amended) .


.....
Secretary