

## WRITTEN RESOLUTIONS

of


the sole member of

**HOMELINK TECHNOLOGIES LIMITED**

(No. 201025)

I, the undersigned being the sole member of Homelink Technologies Limited ("the Company") entitled to attend and vote at general meetings of the Company do hereby agree to the passing of the following resolutions as Special Resolutions as if passed at a General Meeting of the Company duly held and convened:-

- (A) "That the authorised share capital of the Company be and is hereby increased from £1,000 divided into 1,000,000 Ordinary Shares of £0.001 each to £500,750 divided into 500,750,000 Ordinary Shares of £0.001 each ranking pari passu in all respects with the existing shares in the capital of the Company.
- (B) That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of Section 80(2) of that Act provided that (a) the maximum amount of relevant securities to be allotted pursuant to this authority shall be £500,750 in nominal value, and (b) this authority shall expire unless previously resolved or varied by the Company in general meeting on the expiry of the period of five years from the date of the passing of this Resolution.
- (C) That pursuant to Section 95(1) of the Companies Act 1985, Section 89(1) of that Act shall not apply to the allotment of equity securities (within the meaning of Section 94 of that Act) up to a nominal amount of £500,750."

  
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David Gordon

19/11/99  
.....  
Date



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