

Company number
1306335

The Companies Act 1985

Company limited by shares

Resolution

of

VideoLogic Limited

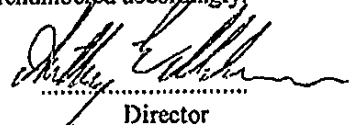
(passed on 14th June, 1996)

At an extraordinary general meeting of the company duly convened and held at Home Park Estate, Kings Langley, Hertfordshire on 14th June, 1996 the following resolution was duly passed as a special resolution of the company:

The articles of association of the company be amended by the adoption of the following new article:

- "2. (1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to exercise all the powers of the company to allot relevant securities up to a maximum nominal amount of £1,700,000.
- (2) The authority contained in paragraph (1) shall expire on 30th June, 2001 but the company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.
- (3) Section 89(1) of the Companies Act 1985 (which regulates the power to allot equity securities, as defined in section 94 of the Companies Act 1985) is excluded."

and that the remaining articles in the existing articles of association be renumbered accordingly,


Director

C1:89314.1

