

Company No: 1899857

We hereby certify this is
be a true copy of the
original
an an

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

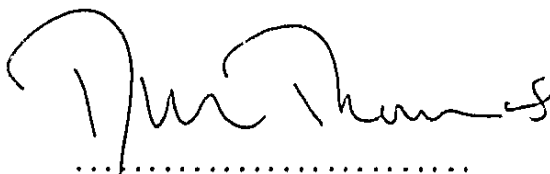
CHECKMATE INTERNATIONAL PLC

(passed on 5th January, 1995)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6/9 Middle Street, London EC1A 7JA on 5th January, 1995 the following Resolution was duly passed as an Ordinary Resolution of the Company.

ORDINARY RESOLUTION

That the directors of the Company be generally and unconditionally authorised pursuant to Section 80 Companies Act 1985 to allot relevant securities (as defined in that Section) up to an aggregate nominal amount of £59,000 such authority to expire on 4th January, 2000.



Chairman

:WP:SPF:D:CHECK.RES1



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as on 11/1/95

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

CHECKMATE INTERNATIONAL PLC

(passed on 5th January, 1995)

DM

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6/9 Middle Street, London EC1A 7JA on 5th January, 1995 the following Resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That the directors of the Company be empowered pursuant to Section 95 Companies Act 1985 to allot equity securities (as defined in Section 94 of this Act) pursuant to the authority granted by an Ordinary Resolution of even date as if Section 89(1) of the Act did not apply (such authority to expire on 4th January, 2000 and to be limited to the allotment of:-

DM

- (a) Ordinary Shares of 10p each in the capital of the Company up to an aggregate nominal amount of £50,000 pursuant to the offer of shares set out in a memorandum issued by the Company on 5th January, 1995; and
- (b) other equity securities up to a maximum nominal amount of £9,000.

Mr. Thomas

Chairman

:WP:spf:d:check.res2

