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THE COMPANIES (NORTHERN IRELAND) ORDER 1986

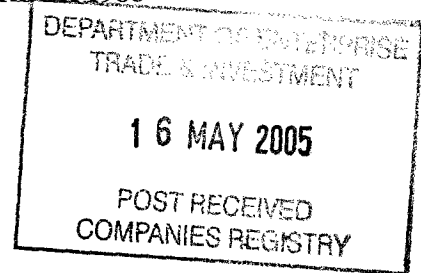
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AUDIO PROCESSING TECHNOLOGY HOLDINGS LIMITED

(the "Company")



~~At an Extraordinary General Meeting of the Company duly convened and held at~~
Marlborough House, 30 Victoria Street, Belfast On the 10 day of May 2005 the
following special resolutions were passed by written resolution:

RESOLUTIONS

1. **THAT** the authorised share capital of the Company be re-classified into 200,000,000 Ordinary Shares of £0.005 each and 200,000,000 "B" Ordinary Shares of £0.005 each having the rights specified in the Articles of Association referred to in Resolution 2 below.
2. **THAT** the Memorandum and Articles of Association attached to this written resolution be adopted as the Memorandum and Articles of Association of the Company to the exclusion of all existing and previous Memorandum and Articles of Association.

Paul M. Khan

Director

10 May 2005

Dated