

THE COMPANIES ACTS 1985 TO 1989

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

L.M. SOLUTIONS (UK) LIMITED

(the "Company")

Passed on 12th June 2000

At an Extraordinary General Meeting of the Company duly convened and held on 12th June 2000 the following resolutions were duly passed, Resolutions 1 and 2 as Ordinary Resolutions and Resolution 3 as a Special Resolution of the Company.

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be and is hereby increased from £10,000 to £30,000 by the creation of (i) an additional 970,000 Preference Shares of 1p each to rank pari passu in all respects with the existing Preference Shares in the capital of the Company and (ii) an additional 1,030,000 Ordinary Shares of 1p each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company..
2. **THAT** the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise any power of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (in each case as defined in Section 80(2) of the Act) in the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company at the date of the passing of this resolution provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the Directors of the Company may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

3. **THAT** the Directors of the Company be and are hereby empowered pursuant to Section 95(1) of the Act to allot equity securities (within the meaning of Section 94 of the Act) in the Company pursuant to the authority conferred by resolution number 2 above as if sub-section (1) of Section 89 of the Act did not apply to such allotment of equity securities in the Company provided that this authority shall expire 5 years after the passing of this resolution.


.....
DIRECTOR