

Number of Company: No.2784286

U.P.S. SYSTEMS LIMITED

THE COMPANIES ACT, 1985

ORDINARY RESOLUTION

of

Passed the 18th day of June 1998

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at 17 The Croft, Hungerford, Berkshire

on the 18th day of June 1998, the following ORDINARY RESOLUTION was duly passed:

THAT upon the recommendation of the directors, it is desirable to capitalise the sum of £49,900 (being part of the amount standing to the credit of the Company's revenue reserves) and that such sum be capitalised and accordingly the directors be authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the Company registered at the close of business on 17th June 1998 and to apply such sum in paying up in full at par on behalf of such holders 49,900 ordinary shares of £1 each, and that such shares be allotted and distributed credited as fully paid to and among the said holders in the proportion of 2495 of the said ordinary shares for every 5 ordinary shares then held and so that the directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

Chairman.

