

No. 2188943

BIRMINGHAM TECHNOLOGY (VENTURE CAPITAL) LIMITED

Written Resolutions of the Members of the above Company in accordance with Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985:-

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be and it is hereby increased from £100 (divided into 100 Shares of £1 each) to £1,610,000 divided into 1,600,000 Cumulative Redeemable Preference Shares of £1 each 5,000 "A" Ordinary Shares of £1 each and 5,000 "B" Ordinary Shares of £1 each having attached thereto the respective rights and privileges set out in the new Articles of Association of the Company to be adopted by Special Resolution number 3 below.
2. That the Memorandum of Association of the Company be altered with respect to its objects by deleting clause 3 thereof and substituting thereof the new clause set out as clause 3 in the document marked "A" annexed hereto and signed by a Director or the Secretary of the Company for the purpose of identification.
3. That the Regulations contained in the printed document marked "B" annexed hereto and for the purpose of identification signed by a Director or the Secretary of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations of the Company.
4. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 at any time or times during the period commencing on the date of this Resolution and expiring five years later (and at any time thereafter pursuant to any offer or agreement made by the Company before the expiration of the authority hereby conferred) to allot and issue on such terms and to such person or persons as they shall in their absolute discretion think fit 1,600,000 Cumulative Redeemable Preference Shares of £1 each in the capital of the

Company 5,000 "A" Ordinary Shares of £1 each in the capital of the Company and 500 "B" Ordinary Shares of £1 each in the capital of the Company as if Section 89(1) of the said Act did not apply to any such allotment or allotments.

Dated this 28th day of April 1988

.....*M. Millward*.....

M. Millward

.....*C. Wilson*.....

C. Wilson