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Company No: 2285007

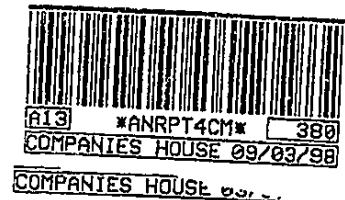
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHP

WRITTEN RESOLUTIONS

of

CDK U.K. LIMITED



The resolutions set out below were passed as Written Resolutions of the Company pursuant to Section 381A of the Companies Act 1985. The date of the resolutions, being the date of the signature, was the 27th February 1998.

A copy of the proposed resolutions having been delivered to the Auditors of the Company on 27th February 1998, the resolutions became effective on 27th February 1998, pursuant to Section 381B of the Companies Act 1985, when the Company received notice from its Auditors that the resolutions did not concern them as auditors.

WRITTEN RESOLUTIONS:

- (1) THAT the authorised share capital of the Company be increased from £15,000,000 to £65,000,000 by the creation of 50,000,000 new Ordinary Shares of £1 each with such shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
- (2) THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
- (3) THAT any allotment of shares made pursuant to the authority conferred by Resolution 2 above be exempted from the application of the statutory pre-emption rights under Section 89 of the Companies Act 1985 pursuant to Section 95 of the Companies Act 1985.

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FEB-26-1998 15:01

*John J. Guarnieri*  
For and on behalf of  
TYCO INTERNATIONAL  
(US), INC.

*John J. Guarnieri*  
For and on behalf of  
TYCO INTERNATIONAL  
(US), INC.

.....  
JOHN LLOYD DAVIES

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Company No: 2285007

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CDK U.K. LIMITED

COMPANIES HOUSE 03/03/98

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For and on behalf of  
TYCO INTERNATIONAL  
(US), INC.

.....  
F and on behalf of  
TYCO INTERNATIONAL  
(US), INC.

JOHN LLOYD DAVIES