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Company number: 1131358

Dated this 20 day of DEC 2006

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

Signed COBBETTS LLP
COBBETTS LLP

WRITTEN RESOLUTIONS

OF

JM COMPUTING LIMITED (the "Company")

We, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended):

SPECIAL RESOLUTIONS

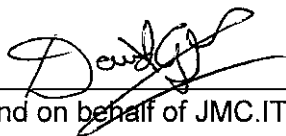
- 1 "That the giving of financial assistance (within the meaning of section 151 of the Companies Act 1985 (the "Act")) by the Company for the purpose of reducing or discharging liabilities incurred in relation to the historic acquisition by JMC.IT Group Limited (the "Purchaser") of 50,890 ordinary shares of £1.00 each in the issued share capital of the Company's holding company JMC Group Limited, taking the form and having the principal terms described in the statutory declaration in form 155(6)a of today's date (a copy of which has been supplied to each member of the Company together with the auditors' report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act and complying with section 156 of the Act be and is approved for the purpose of section 155(4) of the Act."

- 2 "That the execution delivery and performance of:
 - 2.1 an omnibus guarantee and set-off agreement to be executed by the Company on account of (inter alia) the Purchaser's liabilities and obligations to Lloyds TSB Bank plc (the "Bank");
 - 2.2 a debenture to be executed by the Company in favour of the Bank; and
 - 2.3 an intra group funding agreement between the Company, JMC Group Limited and JMC.IT Holdings Limited (as lenders) and the Purchaser (as borrower),



(and all as more particularly described in the attached statutory declaration), be and is hereby approved".

Signed:

A handwritten signature in black ink, appearing to be 'David', written over a horizontal line.

Dated 14/12/2006

for and on behalf of JMC.IT Holdings Limited