

THE COMPANIES ACT 1985

Company Number: 2446995

WRITTEN RESOLUTIONS

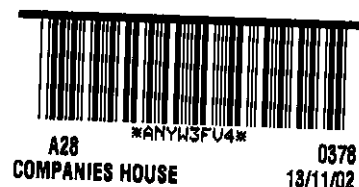
of

OPTION SYSTEMS LIMITED

The undersigned, being the only Shareholder for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meeting HEREBY PASSES pursuant to Section 381A of the Companies Act 1985 the following Resolutions as Special Resolutions and agrees that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

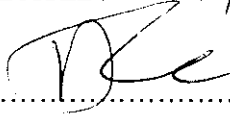
SPECIAL RESOLUTIONS

1. THAT in connection with the acquisition ("the Acquisition") of 282,330 ordinary shares of £1 each in the capital of the holding company of the Company, OSL International Limited ("International") and 297,867 deferred shares of £1 each in the capital of International from Mr AD Russell Mr PN Miller Smith and First Rock Holdings ~~Holdings~~ ^{Trustee} Limited ("the Vendors") by OSL Holdings Limited ("The Purchaser") pursuant to an agreement ("Acquisition Agreement") between the Vendors and the Purchaser and subject to compliance with sections 155-158 of the Companies Act 1985 ("Act"), the terms of the following documents ("Documents") and their performance by the Company be approved subject only to and conditional on completion of the Acquisition in all material respects on the terms set out in the Acquisition Agreement respectively AND THAT, subject only as aforesaid, the directors be authorised to cause (where necessary) the execution and delivery of the Documents (to the extent that the same are not existing agreements or securities of the Company) in the form produced to the meeting with these resolutions with such amendments to them as they shall in their absolute discretion think fit:-
 - 1.1 a Facility Agreement for the provision of £320,000 by way of loan to the Purchaser (as borrower) and Barclays Bank ("the Bank") ("the Facility Agreement");
 - 1.2 a form of composite guarantee and debenture to be given by each of the Company, the Purchaser and International to the Bank securing, amongst other obligations, all sums due under the Facility Agreement ("the Guarantee and Debenture");



2. That the giving of financial assistance by entry of the Company into the Guarantee and Debenture as detailed in the statutory declaration (together with the auditor's report) sworn by all the Directors of the Company and annexed hereto be and is hereby approved and the Company entering into and/or granting the Facility Agreement, Guarantee and Debenture be and hereby is approved.

DATED: 4 / 10 / 2002


.....