

COMPANY NUMBER: 04263555

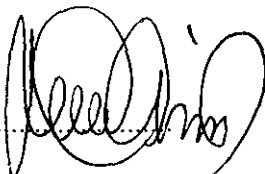
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
XPANSYS LIMITED (the "Company")

passed on 2 June 2005

Pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (which forms part of the articles of association of the Company), we the undersigned being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby unanimously pass the following resolutions as written resolutions and agree 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.

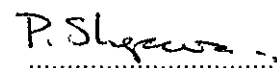
WRITTEN RESOLUTIONS

1. That the one issued "A" ordinary share of £1.00 in the share capital of the Company be and is hereby converted into an ordinary share of £1 such share to rank pari passu with all the other ordinary shares of £1 each in the capital of the Company.
2. That the one issued "B" ordinary share of £1.00 in the share capital of the Company be and is hereby converted into an ordinary share of £1 such share to rank pari passu with all the other ordinary shares of £1 each in the capital of the Company.
3. That:-
 - 3.1 the directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise during the period from the date of the passing of this resolution until the day preceding the fifth anniversary of the date of this resolution all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of £650; and
 - 3.2 the directors be empowered to allot 113 ordinary shares of £1 each in the capital of the Company to each of Aidan Hughes and Philip Collerton pursuant to and during the period of the said authority as if article 4(i) of the Company's articles of association did not apply to such allotments.



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Paul Wildy

2 June 2005



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Paul Sheperia

2 June 2005