

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ACTRON GROUP LIMITED

Company number 2687567
(the "Company")

**Resolutions in writing of the sole member of the Company in accordance with
Article 4 of the Articles of Association of the Company.**


1 AUTHORITY TO ALLOT SHARES

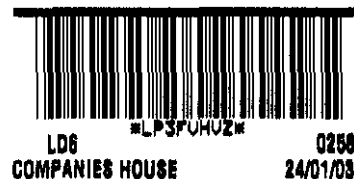
THAT the directors be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company (£50,000,000) at any time or times during the period of five years from the date of this resolution.

2 PRE-EMPTION RIGHTS

IT WAS RESOLVED AS A SPECIAL RESOLUTION THAT the rights of pre-emption contained in Section 89(1) of the Companies Act 1985 shall not apply to the proposed allotment of 25,515,015 ordinary shares of £1 each to be made by the directors to Electronic Signatures Inc.

Dated this 20th day of December 2002


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For and on behalf of
Electronic Signatures Inc



MACFARLANES
10, NORWICH ST.
LONDON EC4A 1DF