

Dated 18 August 2000

Company Number: 3651075

COMPANIES ACTS 1985 AND 1989

1 LAW LIMITED ("the Company")

WRITTEN RESOLUTION

Pursuant to Section 381A of the Companies Act 1985 we the undersigned being all the members of the Company as at the date hereof are entitled to attend and vote at a General Meeting of the Company hereby pass the following written resolution as a Special Resolution of the Company.

THAT the Articles of Association of the Company be amended by the insertion of a new article numbered 13 which shall read

EMPLOYEE MEMBERS

13. In this article the following words shall have the following meanings

"AJC" means Andrew James Colman

"Employee Member" means an employee of the company who is also a member of the company

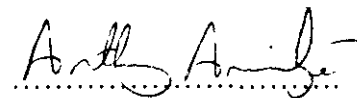
"Founder" means Anthony Julian Armitage

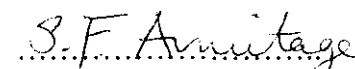
"Period" means two years after commencement of employment

"Shares" means shares in the capital of the company

If an Employee Member's employment is terminated during the relevant Period by notice from the Employee Member, on breach by the Employee Member or through summary dismissal the Founder shall have a right of pre-emption exercisable immediately to acquire that Employee Member's Shares for no consideration. The provisions of this paragraph do not apply to AJC.

If AJC's employment by the company is terminated during the relevant Period by notice from AJC, on breach by AJC or through summary dismissal the Founder shall have a right of pre-emption exercisable immediately to acquire a proportion of AJC's Shares for no consideration so as to alter the shareholding ratio between the Founder and AJC from 60:40 to 75:25.


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Anthony Julian Armitage


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Sarah Frances Armitage

