

# ABC DIGITAL SOLUTIONS LIMITED

Company Number 4199184

## THE COMPANIES ACT 1985

We, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, passed by writing the following resolutions as Special Resolutions pursuant to the Articles of Association, Regulation 53 of Table A and all other powers in that behalf and agree that such Resolutions shall be for all purposes and valid and effect as if the same had been passed at a General Meeting of the Company duly convened and held.

### SPECIAL RESOLUTIONS

#### 1. Conversion of Issued Shares

THAT the issued Ordinary Shares of 1p each in the Company be converted as follows:-

- The 50,000 Ordinary shares of 1p each held by Stephen Burgess be converted to 50,000 'A' Ordinary Shares of 1p each.
- The 11,500 Ordinary Shares of 1p each held by Ian McIntyre be converted to 11,500 'B' Ordinary Shares of 1p each.
- The 11,500 Ordinary Shares of 1p each held by Craig Bakewell be converted to 11,500 'C' Ordinary Shares of 1p each.
- The 11,500 Ordinary Shares of 1p each held by Philip Beetham be converted to 11,500 'D' Ordinary Shares of 1p each.
- The 3,500 Ordinary Shares held by Diane Milward be converted to 3,500 'E' Ordinary Shares of 1p each.
- The 3,500 Ordinary Shares held by Neil Edgar be converted to 3,500 'F' Ordinary Shares of 1p each.
- The 2,000 Ordinary Shares held by Martin Birks be converted to 2,000 'G' Ordinary Shares of 1p each.
- The 3,000 Ordinary Shares held by Amanda Johnson be converted to 3,000 'H' Ordinary Shares of 1p each.

#### 2. Conversion of Unissued Share Capital



THAT the unissued Ordinary Shares of 1p each in the Company be converted as follows:-

3,500 of the unissued Ordinary Shares of 1p each in the capital of the Company be converted to 3,500 'I' Ordinary Shares of 1p each.

**3. Alteration of Articles**

THAT Clause 6 of the Articles of Association be replaced with the following clause:-

6(A) The authorised share capital of the Company at the date of adoption of these Articles is £10,000 divided into 50,000 'A' Ordinary Shares of 1p each, 11,500 'B' Ordinary Shares of 1p each, 11,500 'C' Ordinary Shares of 1p each, 11,500 'D' Ordinary Shares of 1p each, 3,500 'E' Ordinary Shares of 1p each, 3,500 'F' Ordinary Shares of 1p each, 2,000 'G' Ordinary Shares of 1p each, 3,000 'H' Ordinary Shares of 1p each, 3,500 'I' Ordinary Shares of 1p each and 900,000 Ordinary Shares of 1p each ranking pari passu in all respects.

Except as provided otherwise in these Articles the 'A', 'B', 'C', 'D', 'E', 'F', 'G', 'H' and 'I' Ordinary Shares and the Ordinary Shares shall rank pari passu but shall constitute separate classes of shares.

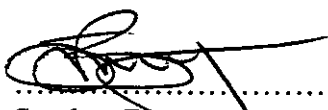
6(B) For the avoidance of doubt it is hereby declared that the Company may determine to distribute among the holders of one class of shares in the capital of the Company all or part of the profits of the Company available for distribution without distributing any part of the profits of the Company available for distribution to the other class of shares in the capital of the Company.

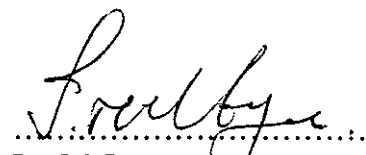
**4. Alteration of Memorandum**


THAT clause 5 of the Memorandum be replaced with the following clause:-

"The share capital of the Company is £10,000 divided into:

- 50,000 "A" Ordinary Shares of 1p each
- 11,500 "B" Ordinary Shares of 1p each
- 11,500 "C" Ordinary Shares of 1p each
- 11,500 "D" Ordinary Shares of 1p each
- 3,500 "E" Ordinary Shares of 1p each
- 3,500 "F" Ordinary Shares of 1p each
- 2,000 "G" Ordinary Shares of 1p each
- 3,000 "H" Ordinary Shares of 1p each
- 3,500 "I" Ordinary Shares of 1p each
- 900,000 Ordinary Shares of 1p each

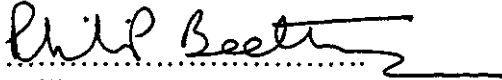
  
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Stephen Burgess


  
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Ian McIntyre

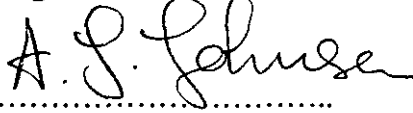
  
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Craig Bakewell

  
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Diane Milward

  
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Martin Birks

  
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Philip Beetham

  
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Neil Edgar

  
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Amanda Johnson

Dated 26th SEPTEMBER 2001