

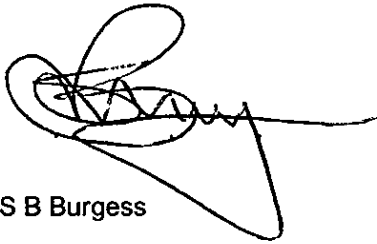
WRITTEN RESOLUTION OF

ABC DIGITAL SOLUTIONS LIMITED

We, the undersigned being the members for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution pursuant to S 381A of the Companies Act 1985 ("the Act") and Schedule 15A of the Act IT WAS NOTED that for the purposes of S 381A(1) of the Act Philip Beetham is not to be regarded as a member who would be entitled to attend and vote on this Special Resolution Further, we hereby confirm that prior to the passing of the Special Resolution we were in possession of a copy of the Memorandum of Agreement in compliance with the provisions of the Act.

SPECIAL RESOLUTION

Pursuant to S 164(2) of the Companies Act 1985 that the purchase of the Company of 11,500 of its own shares off market from Philip Beetham upon the terms and for the consideration as appears from the Memorandum of Agreement intended to be made in the form annexed hereto be and hereby is authorised



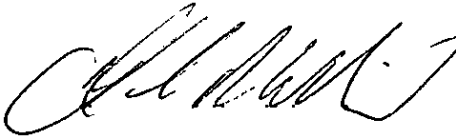
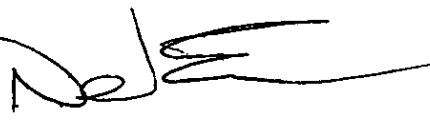
S B Burgess



I McIntyre



C Bakewell

D Millward

N Edgar



M Birks



D Birks

Passed the 24th day of April 2007

SATURDAY



A61BBPVN

A15

26/05/2007

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COMPANIES HOUSE

MEMORANDUM OF AGREEMENT

Dated this 24th day of April 2007 whereby ABC DIGITAL SOLUTIONS LIMITED ("the Company") whose registered office is situated at Technology House, Southmere Court, Electra Way, Crewe, Cheshire CW1 6GU and PHILIP BEETHAM of The Coach House, 63 Fields Road, Alsager, Stoke on Trent, Staffordshire ST7 2LX ("the Vendor") agree that the Company will purchase the 11,500 D ordinary shares of £0.01p each in the capital of the Company registered in the name of the Vendor for a consideration of £54,625 forthwith after the passing of a Special Resolution approving that purchase when the Vendor shall deliver to the Company for cancellation the certificate for such share and the Company shall pay to the Vendor the said consideration. The consideration shall be paid by the Company out of distributable profits.

In consideration of the sale to and purchase by the Company of the said shares:-

- i) the Company warrants to the Vendor that subject to the passing of the said Special Resolution execution and completion of this Agreement in accordance with its terms complies in all respects with the provisions of the Companies Act 1985 and any other applicable legislation and,
- ii) the Vendor warrants to the Company that the beneficial ownership of the said shares is vested absolutely in the Vendor and that the shares are free from all equities encumbrances liens, charges or other adverse rights

Signed on behalf of the Vendor



Signed on behalf of the Company by

