

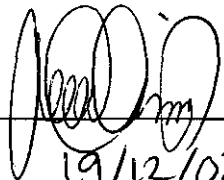
**Written Resolution of  
Xpansys Limited  
Company No 4263555**

Passed on 19th December 2002

We the undersigned members of the above-named company, being the members who at the date hereof would be entitled to attend and vote at a general meeting of the company, hereby resolve as follows:

1. That with effect from the time of the passing of this resolution, the existing authorised share capital of the company, being 1,000 ordinary shares of £1 be subdivided into 998 ordinary shares of £1, 1 "A" share of £1 and 1 "B" share of £1.
2. That from the time of the passing of this resolution the ordinary shares and the "A" and "B" shares shall rank *pari passu* in all respects save that the directors may at any time resolve to declare a dividend on one class of share or shares and not another class or classes.

Signed

  
\_\_\_\_\_

Date

\_\_\_\_\_ 19/12/02 \_\_\_\_\_

Signed

\_\_\_\_\_ P. Shepenik \_\_\_\_\_

Date

\_\_\_\_\_ 19/12/02 \_\_\_\_\_

