

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
STARTUP STATION PLC
Passed the 25th April 2000

At an Extraordinary General Meeting of the above named Company duly convened and held at 77 South Audley Street, London W1Y 5TA the following resolutions were duly passed as Ordinary and Special Resolutions.

1. Ordinary Resolution

THAT conditional upon the passing of Resolutions 2,3, and 4 below the purchase by the Company of the business undertaking of "Startup Station" from Startup Holdings Limited for the sum of £346,000 and otherwise upon such terms as the directors may determine be and is hereby approved.

2. Ordinary Resolution

That the authorised share capital of the Company be increased to £10,195,799.25 by the creation of 140,000,000 additional ordinary shares of five pence each.

3. Ordinary Resolution

That the Directors be and they are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £10,195,799.25 provided that this authority shall expire immediately prior to the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

4. Special Resolution

That, subject to the passing of the previous resolution the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £10,195,799.25 and shall expire immediately prior to the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

5. Special Resolution

THAT conditional upon the passing of Resolution 1 above the name of the Company be changed to Startup Station plc

Company Secretary
domres.250400

