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THE COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

BRITE VOICE SYSTEMS GROUP LIMITED

DATED: 4 of DECEMBER 1997

WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the Resolutions set out below do hereby agree to and make the following resolutions which shall have effect as Ordinary Resolutions and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

Ordinary Resolutions

1. THAT the share capital of the Company be increased from £400,000 to £2,500,000 by the creation of 2,100,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised to allot shares in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum aggregate nominal amount equal to £2,500,000 at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restriction, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

For and on behalf of Brite Voice Systems, Inc.


Authorised signatory of Brite Voice Systems, Inc.

Dated: 4TH DECEMBER 1997.


Glenn Etherington

Dated: 4TH DECEMBER 1997.

