

**Integration Limited**  
(Company Number 2693027)

Passed: 6 June 2001

The Companies Acts 1985 and 1989

We, the undersigned, being all 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 Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held

Resolutions

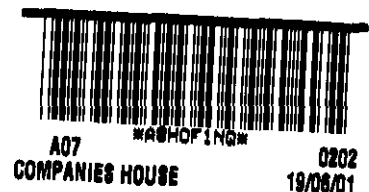
1. *THAT* the issue of 151,384 ordinary shares of 10p each as more particularly set out in and pursuant to the terms of an Agreement entered into between the Company and RiskCare Limited, Christopher William Bray, Stephen Ronald White, Richard John Haddow, Ian Graham and Graham Hargreaves (the "10% Shareholders") dated 27 March 2000 be and is hereby ratified and confirmed to be in accordance with the articles of association of the Company.
2. *THAT* upon the termination of the Agreement more particularly described in resolution 1 above the Company accepts for cancellation the 10% Shareholders' share certificates which were issued pursuant to the 27 March 2000 Agreement (the "Restricted Share Certificates") and issues each 10% Shareholder with certificates for full ordinary shares in the Company to the same amount and to the same nominal value, as each 10% Shareholder holds in Restricted Share Certificates.


The Members:

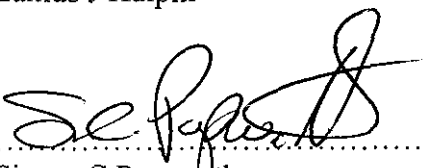
**£1.00 Ordinary Shareholders**

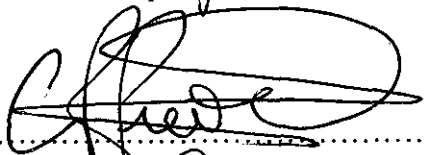


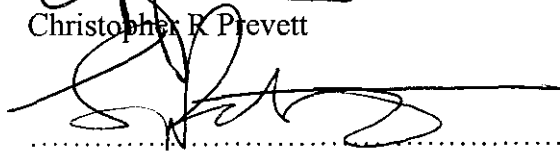
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Adam C Callender



  
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Eamus J Halpin

  
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Simon C Papworth

  
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Christopher R Prevett

  
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Jonathan Papworth