

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

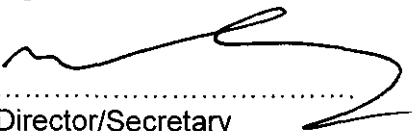
of

MACLAURIN LIMITED

On 22 May 2001 the following resolution was duly passed as a written resolution of the Company in accordance with section 381A Companies Act 1985 by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

1. THAT the Company and its subsidiaries, MacLaurin Communications Limited, Powerhouse PR Limited, MacLaurin Image Limited, MacLaurin Summit Limited, MacLaurin Media & Entertainment Limited, Earlbaron Limited, MacLaurin Powerhouse Limited, Hyperjuju Limited and Sneezeonline Limited, be authorised to give the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) described in the declarations sworn by the directors of the Company, copies of which are annexed hereto and initialled for identification purposes and to enter into the debenture, guarantee, intra group loan agreement and intercreditor agreement in favour of The Governor and Company of the Bank of Scotland, the facilities agreement, and the overdraft letter all of which are referred to in those declarations (the provision of such financial assistance being in the best interests and for the benefit of the Company).

Signed


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Director/Secretary

