Extraordinary Resolution

Pursuant to section 378(1) of the Companies Act 1985 and section 84 of the Insolvency Act 1986

Company Number

3676175

Name of company

EPOCH SOFTWARE HOLDINGS PLC

At an Extraordinary Meeting of the Members of the above-named Company, duly convened and held at the offices of David Rubin & Partners, Pearl Assurance House, 319 Ballards Lane, London N12 8LY on the 30 August 2001 , the following EXTRAORDINARY RESOLUTION was duly passed:-

"That it has been proved to the satisfaction of this Meeting that the Company cannot, by reason of its liabilities, continue its business, and that it is advisable to wind-up the same, and accordingly that the Company be wound up voluntarily, and that

David Rubin F.C.A. of David Rubin & Partners Pearl Assurance House 319 Ballards Lane London N12 8LY

Anthony Supperstone of BDO Stoy Hayward 8 Baker Street London WlU 3LL

be and he is/ they are hereby nominated Liquidator for the purposes of such winding-up"

Signature

RICHARD

Description

CHAIRMAN

This copy Resolution must be filed with the Registrar of Companies within 15 days after it was passed.

Presented by:- David Rubin & Partners Pearl Assurance House 319 Ballards Lane London N12 8LY

COMPANIES HOUSE

06/09/01