

Written Resolution
of
EPOCH SOFTWARE DEVELOPMENT LIMITED
(The "Company")

The undersigned, being the only Member of the Company being entitled to receive notice of, attend and vote at General Meetings of the Company hereby passes the following Elective Resolutions, which Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

ELECTIVE RESOLUTIONS

1. THAT the Company do elect pursuant to section 252 of the Act to dispense with the laying before the Company in general meeting of the Company's annual accounts and the Directors' and Auditors' reports thereon.
2. THAT the Company do elect pursuant to section 366A of the Act to dispense with the holding of annual general meetings.


.....
By and on behalf of Epoch
Software Group Limited

DATED ~~28~~ September 2000

