

Company No. 3841479



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

ETEACH UK LIMITED ("THE COMPANY")

Pursuant to Section 381A of the Companies Act 1985 the following written resolutions were duly passed by the Company on *4th May* 2004:-

Special Resolutions

1. THAT the Company's authorised share capital be increased to £1920.00 by the creation of 480,000 ordinary shares of £0.001 each. The new shares shall rank pari passu in all respects with the existing ordinary shares in the Company.

THAT the Directors be generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant any right to subscribe for or to convert any securities into, up to 480,000 ordinary shares of £0.001 each.

The authority hereby given shall expire on the day preceding the fifth anniversary of the date on which this Resolution was passed unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot, grant options over or otherwise deal with or dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

2. THAT in accordance with Article 3 of its Articles of Association the Company disappplies the rights of pre-emption on the following proposed allotments of shares:

UL MC
John Sloss

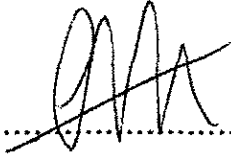
204,964
208,559 ordinary shares of £0.001 each *JS CW*

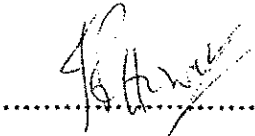
ul
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204,964
Moiria Sloss 208,559 ordinary shares of £0.001 each *AS* *Al*
Denis Burn 62,882 ordinary shares of £0.001 each *AS* *Am*
~~204,964~~
70,012

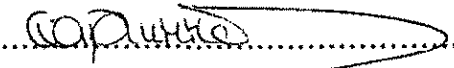
3. That the Articles of Association of the Company be replaced in their entirety by new articles of association in the form annexed to this resolution and signed by the Chairman of the Company for identification.

Signed by all the members of the Company who at the date hereof are entitled to attend and vote at any general meeting of the Company.


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Gregory Allison Clarke


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John Paul Howells


.....
Christopher Stevens


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For and on behalf of Fidecs Trust Company Limited as Trustee of the RAH Trust

