

Start up ordinary

BLUESPARKLE LIMITED ('the Company')

THE COMPANIES ACT 1985

COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at the Airport Hotel Teesside International Airport on 18 October 2001.

ORDINARY RESOLUTION

THAT the share capital of the Company be increased from £1,500,000 to £3,000,000 by the creation of 1,500,000 new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the memorandum of association be altered accordingly, and, subject to the articles of association from time to time adopted by the Company, the directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of authorised by unissued share capital of the Company at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

.....*J. J. James*.....
Company secretary

Dated 19 October 2001.

