

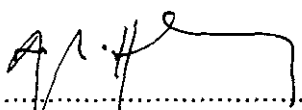
**WRITTEN RESOLUTION  
OF  
GIVING PLC ("the Company")**

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings, hereby UNANIMOUSLY RESOLVE AS FOLLOWS:

**RESOLUTIONS**

1. THAT the Company currently registered as a public limited company be re-registered as a private limited company and its memorandum of association be amended accordingly, as follows:
  - (a) in clause 1 (and as such term appears anywhere else in the Memorandum of Association"), by the deletion of the letters "PLC" and the substitution therefor of the word "LIMITED";
  - (b) by deleting clause 2; and
  - (c) by renumbering clauses 3 to 6 as clauses 2 to 5 respectively.
2. THAT the Draft New Articles of Association in the form initialled by the Chairman for the purposes of identification be adopted as the New Articles of Association of the Company in substitution for the existing Articles of Association.
3. THAT pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined by such section) up to an aggregate nominal amount of £148,044.57 of the authorised un-issued share capital of the Company. This authority shall, unless it is duly revoked or varied or is renewed, expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
4. THAT pursuant to the provisions of Section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities up to a maximum amount of £148,044.57 (as defined in Section 94 of that Act) pursuant to the general authority granted to them by paragraph 3 of this Resolution as if Section 89(1) of that Act did not apply to any such allotment, and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.

SIGNED by or on behalf of:

  
.....  
Anne Marie Paule Monique Huby

Date: 6 . 11 . 2001



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Zanne Kharras as Attorney  
.....  
Edward Morris

Date: 6/4 2001

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Zanne Kharras as Attorney  
.....  
Larry Sullivan

Date: 6/4 2001

.....  
Zanne Kharras as Attorney  
.....  
Matthew Heiman

Date: 6/4 2001

.....  
Zanne Kharras as Attorney  
.....  
Michael E Moors

Date: 6/4 2001

.....  
The Pennine Downing  
Ethical VCT Plc

Date: 6/11 2001

.....  
Zanne Kharras as Attorney  
.....  
Paul Ramon Cuatrecasas

Date: 6/4 2001

.....  
Zanne Kharras as Attorney  
.....  
Les Freres Charitable Trust

Date: 6/4 2001

.....  
Zanne Kharras as Attorney  
.....  
Anna Wingerstrand

Date: 6/4 2001

.....  
Zanne Kharras as Attorney  
.....  
Uday Khemka

Date: 6/4 2001

.....  
Zanne Kharras as Attorney  
.....  
Vestaworks Investments Limited

Date: 6/11 2001

Laurie Kharas as Attorney  
Vintage Enterprises Inc.

Date: 6/11 2001

Laurie Kharas as Attorney  
William Iselin

Date: 6/11 2001

Laurie Kharas  
Zarine Kharas

Date: 6/11 2001

PSINet Strategic Services Inc.

Date: 2001

Laurie Kharas as Attorney  
Just Giving Employee Trust Limited

Date: 6/11 2001

Laurie Kharas as Attorney  
Sun Technology Investors Limited

Date: 6/11 2001

.....  
Edward Morris

Date: 2001

.....  
Larry Sullivan

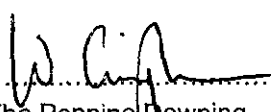
Date: 2001

.....  
Matthew Heiman

Date: 2001

.....  
Michael E Moors

Date: 2001

 (as attorney)  
The Pennine Downing  
Ethical VCT Plc

Date: 6/11/ 2001

.....  
Paul Ramon Cuatrecasas

Date: 2001

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Les Freres Charitable Trust

Date: 2001

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Anna Wingerstrand

Date: 2001

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Uday Khemka

Date: 2001

.....  
Vestaworks Investments Limited

Date: 2001

Company No. 3979990

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OF  
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SIGNED by or on behalf of:

.....  
Anne-Marie Paule Monique Huby

Date: 2001

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Edward Morris Date: 2001

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Larry Sullivan Date: 2001

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Matthew Helman Date: 2001

.....  
Michael E Moors Date: 2001

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The Pennine Downing  
Ethical VCT Plc Date: 2001

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Paul Ramon Cuatrecasas Date: 2001

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