

EBIS IOTRON LIMITED

COMPANY NUMBER 4099936

ORDINARY AND SPECIAL RESOLUTIONS

PASSED ON *20 September 2001*



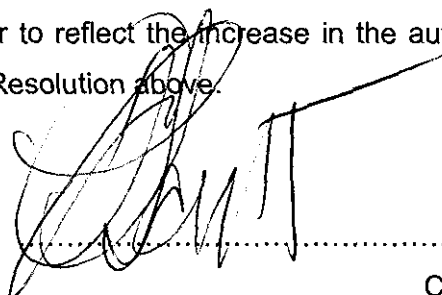
We, the undersigned being the sole member of the above named Company entitled to receive notice of and to attend and vote at a General Meeting of the Company, make the following resolutions (those numbered 1 and 2 as ordinary resolutions and those numbered 3 and 4 as special resolutions) pursuant to Section 381A of the Companies Act 1985 (as amended by the regulations (Resolutions of Private Companies) Order 1996) be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

1. **THAT** the authorised share capital of the Company be and is hereby increased from £1000 to £1,125,000 by the creation of £1,124,000 Ordinary Shares of £1.00 each.
2. **THAT** the Directors be and are hereby generally unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) ("the Act") up to an aggregate nominal amount of £1,125,000 in substitution for any authority previously conferred upon them save to the extent that the same may already have been exercised **PROVIDED** that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as the authority conferred thereby have not expired.
3. **THAT** subject to the passing of the previous Resolution the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity

securities (within the meaning of the Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment **PROVIDED** that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,125,000 and shall expire on the date five years after the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require the allotment of equity securities in pursuance of such offer agreement as if the power conferred hereby have not expired.

4. **THAT** the Memorandum of Association and Articles of Association of the Company be amended in a manner to reflect the increase in the authorised share capital referred to in the first Resolution above.



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Chairman