


Harmonic Consulting Limited

WRITTEN SHAREHOLDERS' RESOLUTION

PURSANT TO the Articles of Association of the Company we, the undersigned being all members of the Company entitled to attend and vote at General Meetings of the Company HEREBY AGREE AND CONFIRM that the following resolutions shall be as valid and effectual as if they had been passed as elective resolutions at a General Meeting of the Company duly convened and held accordingly we HEREBY RESOLVE:

1. THAT in accordance with the provisions of Section 252 of the Companies Act 1985 the Company hereby dispenses with the laying of accounts and reports before the Company in General Meeting in respect of the year ending 31st March 2004 and subsequent financial years.
2. THAT in accordance with the provisions of Section 366A of the Companies Act 1985 the Company hereby dispenses with the holding of the Annual General Meeting for 2004 and subsequent years.
3. That in accordance with the provisions of Section 386 of the Companies Act 1985 the Company hereby dispenses with the obligation to appoint auditors annually and that during the term that this dispensation is in force the directors be authorised to appoint auditors and fix their remuneration.
4. The Company Secretary be instructed for the filing with the Register of Companies of all necessary returns relating to this written resolution.


Stephen Mead


Barbara Samuel

Dated: 27th August 2003

