

**THE COMPANIES ACT 1985**

**LINGO24 LIMITED**

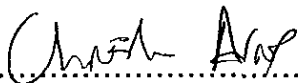
**COMPANY NO SC 222407**

We, the undersigned, being all the members of Lingo24 Limited ("the Company") entitled to attend and vote on the following special resolution, declare the following resolution to have been duly passed on the undernoted date as a special resolution of the Company, as if it had been passed at a general meeting of the members of the Company duly convened and held:-

**Special Resolution**

"That the Articles of Association of the Company be amended by the addition of the following new clause 29 (j):-

"29 (j) If a Member ceases to be involved in the business of the Company, whether as a director, secretary, employee, consultant, and in the case of both James Owain Shepherd and Thomas Charles Joseph Sadler, ceasing to provide computer consultancy services (including the maintenance and technical support of the Company's website) to the Company either as individuals or as the partnership of Toughside.com ("the Leaving Member"), the Leaving Member shall be deemed to have served a Transfer Notice containing a Total Transfer Provision in respect of all (but not some only) of the Shares registered in the name of or beneficially owned by the Leaving Member and the provisions of this Article 29 shall apply to such deemed Transfer Notice as they apply to any other Transfer Notice. This Article 29 (j) shall not apply if the Member has a Controlling Interest in the Company."

.....  


Christian Nickolai Arno

.....  
7th July, 2004

.....  
Date

.....  


Jack Waley-Cohen

.....  
7th / July / 2004

.....  
Date



P. Moser

Patrick Alex Moser

19th July 2004

Date

Karen M. Elwis

Karen Morag Elwis

2nd August 2004

Date

James O'Shepherd

James Owain Shepherd

02/08/2004

Date

T. Ch

Thomas Charles Joseph Sadler

02/08/2004

Date