

5 August 2005

Company Number: 5447020

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

ECLIPSE WEB LIMITED (the "Company")



In accordance with section 381A of the Companies Act 1985 and regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended), as incorporated in and modified by the Company's articles of association, I, being the only member of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which I was present, pass the following resolutions as written resolutions of the Company:

- 1 That the 1 issued ordinary share of £1.00 each be subdivided into 100 A ordinary shares of £0.01 each and 899 of the authorised but unissued ordinary shares of £1.00 each be subdivided into 89,900 A ordinary shares of £0.01 each, 36 of the authorised but unissued ordinary shares of £1.00 each be sub-divided into 3,600 B ordinary shares of £0.01 each and 64 of the authorised but unissued ordinary shares of £1.00 each be sub-divided into 6,400 C ordinary shares of £0.01 each, each with the rights as set out in the articles of association.
- 2 That the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £206 provided that this authority shall expire on **8 August 2010** and 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 notwithstanding that the authority conferred hereby has expired and in this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Companies Act 1985.
- 3 That the memorandum of association attached to this resolution be adopted as the new memorandum of association of the Company.
- 4 That the articles of association attached to this resolution be adopted as the new articles of association of the Company.

Dated: 8 August 2005

Signed: 

Simon Moore, sole shareholder