Company No. 3037147

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
PROTECH COMPUTER SYSTEMS LIMITED
(the "Company")

Written Resolutions

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolution be passed as a written resolution having effect as an ordinary resolution of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, which resolutions would otherwise be required to be passed as, in the case of resolution 1, an ordinary resolution, and in the case of resolution 2, a special resolution.

Ordinary Resolution

"1. THAT:-

(a) the directors be and are hereby authorised to adopt and establish the Protech EMI Scheme ("the Scheme") in the form of the rules attached to this resolution; and

(b) the directors be and are hereby authorised to do all such acts and things necessary or expedient to give effect to the operation of the Scheme.

Special Resolution

2. THAT:-

(a) pursuant to Article 8.7.1 of the Articles of Association of the Company and subject to the rules of the Scheme, that the transfer of any ordinary shares in the capital of the Company by existing shareholders to optionholders in satisfaction of options granted under the Scheme be and is hereby authorised."

.....
Mark Trouth
Dated 17-12-04.....

.....
[Chris Stone] as attorney for Innvotec Nominees Limited
Dated 17/12/04.....

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COMPANIES HOUSE 23/12/04