FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

03-20-2002



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Name LiveNote Technologies Limited				
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indicated herein.

Kirt S. O'Neill

Name of Person Signing

Signature

Name of Person Signing

Signature

Name of Person Signing

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as

Statement and Signature

Company No. 2540915

SMITH BERNAL TECHNOLOGIES LIMITED ("the Company")

WRITTEN RESOLUTION

-of-

THE SOLE MEMBER OF SMITH BERNAL TECHNOLOGIES LIMITED

We, being the sole member of the Company for the time being entitled to receive notice of and attend and vote at general meeting of the Company, <u>HEREBY RESOLVE</u> as follows:

- 1. THAT the ordinary shares of fl each in the authorised and issued share capital of the Company be sub-divided into ordinary shares of 10p each and that they be redesignated as voting shares having the rights as set out in the new Articles of Association to be adopted pursuant to resolution 3 below.
- 2. THAT the authorised share capital of the Company be increased to f100,000 divided into 900,000 voting shares of 10p each and 100,000 non voting shares of 10p each by the creation of 899,000 voting shares of 10p each and 100,000 non voting shares of 10p each.
- 3. THAT new Articles of Associtaion in the form attached to these minutes be adopted in substitution for the existing Articles of Association.
- 4. THAT the name of the Company be changed to "LiveNote Technologies Limited".
- 5. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise for a period of five years from the date of this resolution all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to the full amount of the authorised but unissued share capital of the Company as increased by Resolution 1. The authority hereby conferred shall allow and enable the directors to make an offer or an agreement before the expiry of the period herein referred to which would or might require relevant securities to be allotted after such expiry.
- 6. THAT pursuant to the authority given by Resolution 5 and pursuant to Section 95(1) Companies Act 1985, the directors

006T6Z9**TRADEMARK**INA 20/9T/20 REEL: 002464 FRAME: 0306 be and they are hereby given power to allot equity securities (as defined in Section 94 of that Act) as if section 89(1) of that Act did not apply to the allotment provided that this power shall expire on the fifth anniversary hereof, save that the directors may make an offer or an agreement before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot such equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

These resolutions shall become effective on the date they are signed.

Authorised signatory for and on behalf of

Smith Bernal Group Limited

Dated: 16 March 1998