

Company No: 175064

THE COMPANIES ACT 1985 TO 1989

**Special Resolutions
of
Filofax Group plc**

Dated 11th February 1999

THAT:

1. The Company be re-registered as a private company.
2. The memorandum of association of the Company be and is hereby amended by:
 - i. the deletion of each expression "public limited company" and the substitution therefor of the expression "private company limited by shares";
 - ii. the Company's name be changed to "Filofax Group Limited";
 - iii. Clause 2 be amended to state that "The Company is to be a private company."
3. The articles set out in the reprinted articles of association tabled at the meeting and signed for identification be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

BY ORDER OF THE BOARD



Director

