

~~SPECIMEN ONLY~~



Company No: 1045967

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The Companies Acts 1948 to 1980

SPECIAL RESOLUTION

(pursuant to Section 141 of the Companies Act 1948)

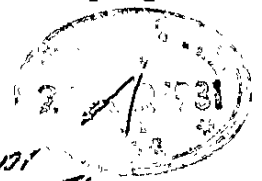
of ART. FOR ADVERTISING (name of Company)
Limited passed on the TWELFTH day of JANUARY 1981

At an extraordinary general meeting of the members of the above
named company, duly convened and held at 1 HAWICK CRESCENT
(address) INDUSTRIAL EST on the TWELFTH day
NEWCASTLE UPON TYNE of JANUARY 1981 the following Special Resolution was
duly passed:

That with the consent of the Secretary of State for Trade the
name of the Company be changed to SAGE SYSTEMS LTD
(new name of Company).

Signed G. Gorman (Secretary) an Officer of the Company

Date 20/3/81



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662581
15731
4000

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1045967

I hereby certify that

ART FOR ADVERTISING LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

SAGE SYSTEMS LTD

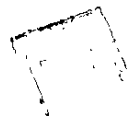
Given under my hand at Cardiff the

27TH APRIL 1981

A handwritten signature in dark ink, appearing to read 'F. A. Wilson'.

F. A. WILSON

Assistant Registrar of Companies



RESOLUTION OF THE BOARD

Company No. 1045967

SAGE SYSTEMS LTD.

21 NOVEMBER 1983

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At an Extraordinary General Meeting of the Company held on 21st November 1983, at the company's registered office, the following Special Resolution was passed.

"Because the Company's principal activity has changed from producing Computer Systems to Producing Computer Software alone it is proposed to change the company name to SAGESOFT Limited."

Paul M. Muller

Paul M. Muller
Director

Philip W. Lever

Philip Lever
Director

21 NOV 1983



Lloyds

£40

251406.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1045067

33

I hereby certify that

SAGE SYSTEMS LTD

having by special resolution changed its name, is now
incorporated under the name of

SAGESOFT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19TH DECEMBER 1983

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer