

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

EUROPLUS SERVICES LIMITED

Passed on 3/4/ 2001

At an Extraordinary General Meeting of the above-named Company duly held on the 3 day of April 2001 the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the Company should be re-registered as a public company.
2. That the name of the Company be changed to "EUROPLUS TECHNOLOGIES PLC".
3. That the Company adopt new Articles of Association in the form attached and that the Memorandum of Association of the Company be amended as follows:-
 - (a) by the deletion of Clause 1 and the substitution therefor of the following new Clause:-

"1. The name of the Company is "EUROPLUS TECHNOLOGIES PLC."
 - (b) by the insertion of the following new Clause 1.A after Clause 1:-

"1.A The company is to be a public company."
 - (c) by the deletion of Clause 5 and the substitution therefor of the following new Clause:-

"5. The Company's share capital is £[50,000] divided into [50,000] shares of £1 each."


Chairman

