

PRECISION BUSINESS SOFTWARE LIMITED

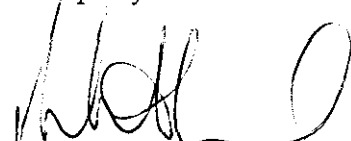
(Registered No. 01643615)

WRITTEN RESOLUTION

We, the undersigned, being the members of the Company who at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE that the following Resolution be passed as a Written Resolution pursuant to Section 381A of the 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 by us at a General Meeting of the Company duly convened and held:

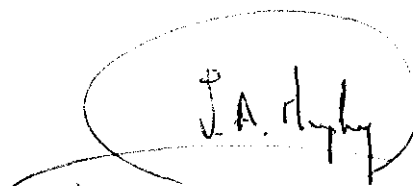
WRITTEN RESOLUTION

THAT the Articles of Association, a copy of which is attached to this resolution, be and are hereby adopted as new Articles of Association of the Company to the exclusion of the existing Articles of Association of the Company.



Martin Gerald Alcock

Dated: 26th February 2002



Stephen Murphy

Dated: 26th February 2002



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COMPANIES HOUSE

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0807
01/03/02

The Companies Act 1985
Private Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 26/02/2002)

of

Precision Business Software Limited

Incorporated on 15th June 1982

Interpretation

1 In these Articles, if not inconsistent with the subject or context:

‘Act’ means the Companies Act 1985 as amended or re-enacted from time to time

‘Table A’ means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

4 The present share capital is £2000 divided into 1000 ‘A’ Shares and 1000 Ordinary Shares all of £1.00 each. The shares of the said classes shall rank pari passu in all respects save for the following matters:-

- (a) The Ordinary Shares shall not entitle the holders to participate in the dividends of the Company.
- (b) The dividends of the Company which it shall from time to time resolve to distribute shall be paid exclusively to the holders of the ‘A’ Shares.

- (c) On a winding up the surplus assets available for the shareholders shall be applicable in the following manner and priority:

First in returning to the holders of the 'A' Shares and the Ordinary Shares the capital paid up on those shares; and

Secondly, any balance of such assets shall be divisible between the holders of the Ordinary Shares.

- (d) The 'A' Shares shall not carry the right to be notified of or attend and vote either in person or by proxy at any meetings of the Company nor to have any other rights to participate in the Company in any way.

5 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.

6 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 5 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.

7 The authority conferred on the directors by articles 5 and 6 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.

8 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

9 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

10 The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Proceedings at general meetings

11 If a quorum is not present within half an hour of the time appointed for a general

meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

12 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.

13 On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

14 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

15 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.

16 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

17 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

18 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.

19 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

20 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is

delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.

21 There is no age limit for directors of the Company.

22 A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

23 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.

Remuneration of directors

24 Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

25 Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

26 If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article 24 of these

Articles shall have no effect.

27 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

28 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

29 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

30 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

31 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Names, addresses and descriptions of subscribers