

COMPANY NUMBER 1818065

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

(COPY) SPECIAL RESOLUTIONS

(Pursuant to Section 378 of the Companies Act 1985)

of

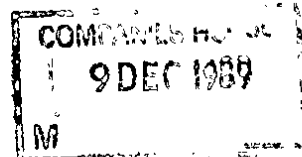
BIRMINGHAM INNOVATION AND DEVELOPMENT CENTRE LIMITED

AT AN EXTRAORDINARY MEETING of the above named Company duly convened and held at Business Support Centre, Wolverley House, 18 Digbeth Birmingham, B5 6BJ on the 26 day of October 1989, the following Resolutions were duly passed as Special Resolutions of the Company, viz:-

1. That the name of the Company be changed to "BIRMINGHAM BUSINESS SUPPORT CENTRE LIMITED".
2. That the Memorandum of Association of the Company be amended by:-
 - (1) The insertion in Clause 3(1) after the words in the first line "the City" of the following phrase, "of Birmingham (hereinafter referred to as "the City")";
 - (2) The insertion of a new sub-clause 3(1)(b) as follows:-

"(b) to provide advice and assistance in matters of business and financial planning and management, marketing, export, health and safety, computerisation and training in connection therewith, and all matters connected with the development of strong, successful businesses in the City.";
 - (3) The insertion of a new sub-clause 3(1)(c) as follows:-

"(c) to carry on business as dealers in, hirers, leasers, repairers and maintainers of computers, microcomputers, word processors and related equipment, products, parts, accessories and stationery and supplies used therewith; to carry on the business of supplying computer hardware and software and providing data processing, computing and accounting services and to act as advisers, contractors and consultants on all matters connected with the acquisition, operation and use of computers, to undertake data preparation, programming and processing, systems analysis and the operation of computers and to offer these services to any company, corporation person or body.";



- (4) The consequential re-lettering of original paragraphs (b) and (c) as paragraphs (d) and (e); and
- (5) The deletion in new paragraph (d) of the words "paragraph (a)" in the seventh line thereof, and the insertion in their place of the words, "paragraphs (a), (b) and (c)".
3. That the Articles of Association of the Company be amended in order that Article 21 reads as follows, viz:-
- "21. A resolution in writing signed by all the Members of the Company shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative."
4. That the Articles of Association of the Company be further amended by:-
- (1) The insertion of a new Clause 31(B) immediately after the existing Clause 31(A) as follows and the consequential re-lettering:-
- "31. (B) The Board of Directors shall also have the power to appoint additional Directors, provided that the appointment does not cause the number of Directors to exceed fifteen. A Director so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he/she shall vacate office at the conclusion thereof."
- (2) The insertion in former paragraph 31(B) (now 31(C)) of the following as a new second sentence thereof:-
- "31. (C) Any Director appointed pursuant to Clause 31(B) shall be deemed to have been appointed by the Council."
5. That the Memorandum and Articles of Association of the Company be amended to update all references to the Companies Acts 1948-1981 to the Companies Act 1985.

.....*M. G. Broad*.....
CHAIRMAN