

COMPANY NO 1873263

We hereby certify
this to be a true copy
of the original

Mans
22.8.94

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

- of -

ACCESS KEYBOARDS LIMITED

("the Company")



We, the undersigned, being all the Members of the Company who at the date of this Resolution are entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with Section 381A of the Companies Act 1985 that the following Resolution shall be passed as follows.

SPECIAL RESOLUTION

1. That having considered the full details of the statutory declaration made by the director(s) of the Company in compliance with Section 156 of the Companies Act 1985 and the auditors' report given pursuant to Section 156(4) of the Companies Act 1985 in support of the said statutory declaration, which were supplied to each of us prior to signature of this Written Resolution; approval be and is hereby given to the provision of financial assistance by the Company as part of the transaction in relation to the acquisition of its shares as explained to us and as set out in the statutory declaration referred to above.

Signed

Director for and on behalf of
Nearco Trustee Co. (Jersey) Ltd.

Dated *15th August* 1994

Signed

Director for and on behalf of
Nearco (Jersey) Nominees Ltd.

Dated *15th August* 1994

The Company's Auditors have notified the Company that in their opinion the Special Resolution numbered 1 does concern them as Auditors but need not be considered by the Company in general meeting.

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Mason

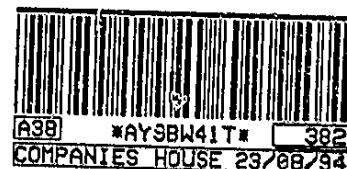
22.8.94

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

ACCESS KEYBOARDS LIMITED

("the Company")



We, the undersigned, being all the Members of the Company who at the date of these Resolutions are entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with Section 381A of the Companies Act 1985 that the following Resolutions shall be passed as follows.

SPECIAL RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company with respect to its objects be and they are hereby altered as follows:

- 1.1 By deleting in their entirety sub-clauses (H), (I) and (J) in Clause 3 and substituting the following.

"(H) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of the acquisition of securities in the Company and/or any Associated Company (as defined below) to be made by any person or company or for the purpose of reducing or discharging any liability incurred by any person or company for the purpose of such acquisition.

- (I) To borrow and raise money and to secure or discharge any debt, obligation or liability, in any manner on any terms and for any purposes whatsoever, and in particular (without derogation from the generality of the foregoing) to secure any debt, obligation or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation and issue on any terms of debentures, debenture stock or other securities of any description and to re-issue any debentures at any time paid off.
- (J) To lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being an Associated Company (as defined below) of the Company."

1.2 By adding the following as sub-clause (K) in Clause 3

- (K) "To enter into any guarantee, bond, contract of indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any money secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being an Associated Company (as defined below) of the Company or is otherwise associated with the Company in business."

and re-numbering the remaining provisions of Clause 3 accordingly.

- 1.3 By the deletion in its entirety of the final paragraph of Clause 3 immediately following existing sub-clause(s) and its substitution by the new provision set out below:

"For the purpose of this Clause it is hereby declared that:-

- (i) the expression "company" (except where used in reference to this Company) shall be deemed to include any government or any statutory, municipal or public body, partnership, associations, syndicate or other body of persons, whether incorporated or unincorporated and whether incorporated, domiciled or resident in the United Kingdom or elsewhere;
- (ii) the expression "person" shall include any company and any other legal or natural person or persons;
- (iii) the expression "securities" means and includes, any fully, partly or nil paid share, stock, debenture or loan stock, bill, note, warrant, coupon, deposit receipt or certificate, fund or obligation, interest or participatory right of any kind whatsoever;
- (iv) the expressions "and" and "or" shall mean "and/or" where the context so admits and the expressions "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
- (v) the expression "Associated Company" shall mean any company which is for the time being:
 - (a) a parent undertaking (as defined by Section 21 of the Companies Act 1989) of the Company; or
 - (b) a subsidiary undertaking (as defined by Section 21 of the Companies Act 1989) of the Company or of any parent undertaking of the Company;

(c) a company controlled either by the same persons as control the Company (or any parent undertaking of the Company) or by connected persons;

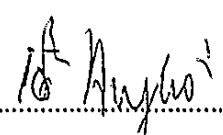
(vi) the expressions "connected persons" and "control" have the respective meanings attributed to those expressions by Sections 839 and 840 of the Income and Corporation Taxes Act 1988; and

(vii) the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the substantive objects of a separate and independent company. None of the above objects shall be deemed to be subsidiary or ancillary to any other object and may be carried out whether or not in connection with or in furtherance of the attainment of any other object".

2. That in substitution for the existing Articles of Association of the Company the Articles of Association in the form submitted to this meeting marked 'A' be and the same are hereby adopted.

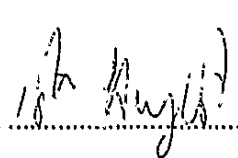
Signed


Director for and on behalf of
Nearco Trustee Co. (Jersey) Ltd.

Dated
 1994

Signed


Director for and on behalf of
Nearco (Jersey) Nominees Ltd.

Dated
 1994

The Company's Auditors have notified the Company that in their opinion the Special Resolutions numbered 1 and 2 do not concern them as Auditors.

'A'

THE COMPANIES ACTS 1985
AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
ACCESS KEYBOARDS LIMITED

(As adopted by Special Resolution passed 1994)

PRELIMINARY

1. (a) The regulations set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company save in so far as the Articles set out below disapply, modify or are inconsistent with them. References herein to "Regulations" are to Regulations of Table A. The Regulations (save as so disappplied, modified or excluded) and these Articles are the Articles of Association of the Company.
- (b) Expressions defined in Regulation 1 shall, where the context so admits, bear the same meaning, in these Articles.

- (c) "Parent Company" means any person or company who at the time in question is registered as the holder of, or owns not less than ninety per cent (90%) of the issued share capital of the Company

ALLOTMENT OF SHARES

2. Shares which are comprised in the authorised share capital of the Company immediately preceding the adoption of these Articles and which remain unissued shall be under the control of the directors who may (subject to Section 80 of the Act) allot, grant options over or otherwise dispose of the same, to such persons on such terms and in such manner as they think fit.
3. The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised and unissued share capital of the Company immediately preceding the adoption of these Articles at any time or times during the period of five years from the date of adoption of these Articles and the directors may, after such period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within such period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.
4. In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

5. A Parent Company may at any time and from time to time appoint any person to be a director or the secretary of the Company or remove from office any director or the secretary (whether or not appointed by the Parent Company) but so that in the case of an executive director or an executive secretary his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company

6. A Parent Company may at any time and from time to time appoint any person to be an alternate director for any director (in which case the director shall during the currency of such appointment have no right to appoint an alternate director himself and shall have no right to remove such alternate director or to direct him how to vote or act) or remove from office any alternate director (whether or not appointed by the Parent Company) but so that in the case of appointment the alternate director shall be deemed for the purposes of these Articles to have been appointed by such director and no approval of the directors shall be required.
7. Any appointment or removal referred to in Articles 5 or 6 above shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and either its secretary or some other person duly authorised for the purpose. Any such appointment, removal, consent or notice may be given by post, facsimile transmission or telex or may be made by telephonic advice to the secretary of the Company and shall take effect from its communication to the Company or the secretary as aforesaid. In the case of any telephonic advice the same shall be confirmed in writing or by facsimile transmission or telex as soon as reasonably practicable.
8. The same person may be appointed as the alternate director of more than one director.
9. The directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to directors retiring by rotation shall be disregarded.
10. No director shall be required to retire or vacate his office or be ineligible for appointment as a director by reason of his having attained any particular age. Section 293 of the Act shall not apply.
11. Regulation 81 (d) of Table A shall be modified to read as follows: "The office of a director shall be vacated if he shall offer in writing to resign and the directors shall resolve to accept such offer."

REMUNERATION OF DIRECTORS

12. In Regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such" and at the end of that

Regulation the sentence: "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise Provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office"

PROCEEDINGS OF DIRECTORS

13. The minimum number of directors shall be one and if there shall only be one director of the Company at any time then the quorum for the transaction of the business of the directors shall be one. Regulations 64, 89 and 90 shall be amended accordingly.
14. The following sentence shall be added to the end of Regulation 88 of Table A: "If the same person is an alternate director for more than one director he shall be entitled to a separate vote on behalf of each appointor who is not present in person in addition (if he is himself a director) to his own vote."
15. Regulation 92 shall apply to resolutions in writing of directors and shall extend to include alternate directors, and shall be modified accordingly.
16. Regulation 94 shall be deleted. A director who has declared to a meeting of directors any direct interest or indirect interest he has in a Resolution before the meeting or any arrangement being considered at that meeting may, notwithstanding his interest, vote on that Resolution. For the purposes of this Article an interest of a person who is, for any purpose of the Companies Act 1985 (as amended) (excluding any statutory modification thereof not in force when this Regulation becomes binding on the Company), connected with a director, shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

RESOLUTIONS IN WRITING

17. Regulations 53 and 93 shall be modified by the addition of the following sentence. "A resolution in writing may consist of a facsimile copy which shall be deemed to be and shall (provided that same is properly completed) be treated as the resolution executed by the person sending same or on whose behalf same was sent".