

COMPANY NO 1873263

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

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.