

COMPANY NUMBER: 2095011

THE COMPANIES ACT 1985

RESOLUTIONS

OF

UPDATA SOFTWARE LIMITED

PASSED ON 18 FEBRUARY 1998

At an Extraordinary General Meeting of the Company duly convened and held at Updata House, Old York Road, London SW18 1TG on 18 February 1998, the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

1. "THAT the authorised share capital of the Company be and it is hereby increased to £100,000 by the creation of an additional 900,000 Ordinary Shares of 10p each having the rights set out in the existing Articles of Association."
2. "THAT, pursuant to Section 80 of the Companies Act 1985, the Directors be and they are hereby unconditionally authorised to allot relevant securities (as defined in Section 80 of the Companies Act 1985) of the Company (or any subsidiary of the Company) to such persons at such times and generally on such terms and conditions as the Directors may determine, PROVIDED THAT:
 - (a) the authority hereby conferred shall be for a period expiring on the earlier of 15 months from the date hereof or the next annual general meeting of the Company, unless previously renewed, varied or revoked;
 - (b) the maximum nominal value is £100,000; and
 - (c) the Directors shall be entitled under the authority hereby conferred to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority and to allot relevant securities accordingly."



3. "THAT, pursuant to Regulation 110 of Companies Act 1985 Table A, the Directors be and they are hereby authorised to capitalise the sum currently standing to the credit of the Company's share premium account."

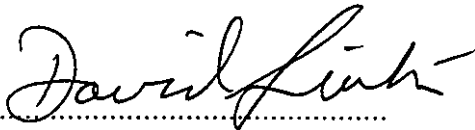
SPECIAL RESOLUTIONS

4. "THAT the Company be and it is hereby re-registered as a public limited company pursuant to Section 43 of the Companies Act 1985 with the name "Updata Software PLC."
5. "THAT, conditional upon the passing of Resolution no. 4 above, the Memorandum of Association of the Company be and it is hereby amended:
- (a) by deleting in Clause 1 the word "LIMITED" and substituting therefor the word "PLC"; and
 - (b) by inserting as a new Clause 2 the words "The Company is to be a public company" and by renumbering the remaining Clauses of the Memorandum of Association."
6. "THAT, conditional upon the passing of Resolution no. 4 above, the Regulations contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association."
7. "THAT, pursuant to Section 95 of the Companies Act 1985, the Directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) pursuant to the general authority conferred upon them by the Resolution numbered 1 above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotments and so that:
- (a) reference to allotment in this Resolution shall be construed in accordance with Section 94 of the said Act; and
 - (b) the power conferred by this Resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or

might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power

Provided however that the power conferred by this Resolution shall:

- (a) be limited :
 - (i) to the allotment of equity securities in connection with rights issues in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders are appropriate (as nearly as may be) to the respective numbers of ordinary shares held by them; and
 - (ii) to the allotment (other than in respect of (i) above) of equity securities up to the aggregate nominal value of £100,000; and
- (b) expire on the earlier of fifteen months from the date hereof or the next annual general meeting of the Company except to the extent that the same is renewed or is extended prior to or on such date."



CHAIRMAN