

11 - 08 - 95

ELAN COMPUTING LIMITED

COMPANY NUMBER: 2114287

At an Extraordinary General Meeting of the Company held on 14th July 1995 the following resolutions were passed as Ordinary Resolutions:-

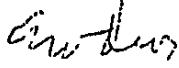
IT WAS RESOLVED "That the Authorised Share Capital of the Company be altered as follows:-

The previous Authorised Share Capital of £100,000, made up of 10,000,000 "A" ordinary shares of £0.01 each be increased to £110,000, made up of 10,000,000 "A" ordinary shares of £0.01 each and 1,000,000 "B" ordinary shares of £0.01 each. The rights attached to the "B" ordinary shares of £0.01 will be identical to the rights attached to the "A" ordinary shares of £0.01 except for the following restriction:-

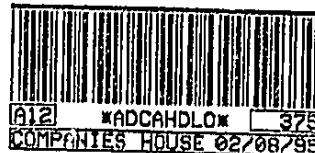
If holders of "B" ordinary shares of £0.01 wish to sell all or part of their shareholding they will be obliged to offer the shares to any person or persons or body or bodies as specified by the Board of Directors of the Company and in such proportion as the Directors may decide. The offer price shall be determined on the same basis as the original acquisition cost of the shares to the shareholder, as adjusted by the change in the value of the company during the period when the shares were held, such revised value at the offer date to be advised by the auditors of the Company, who shall be entitled to obtain and rely upon other professional valuations in respect of properties which may be owned by the Company. If all or any part of the offer is not taken up by the person or persons or body or bodies specified within a period of 6 months from the date of the offer then the relevant unsold shares may be offered to another party or parties of the shareholder's choice."

IT WAS RESOLVED "That the existing clause five of the Memorandum of Association be deleted and that the following new clause five be inserted in its place:-

The share capital of the company is £110,000, divided into 10,000,000 "A" ordinary shares of £0.01 each and 1,000,000 "B" ordinary shares of £0.01 each. Subject and without prejudice to any special rights or privileges attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may, from time to time be determined by the Company."


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Company Secretary

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11 - 08 - 95

ELAN COMPUTING LIMITED

COMPANY NUMBER: 2114287

At an Extraordinary General Meeting of the Company held on 30th June 1995 the following resolutions were passed as Special Resolutions:-

IT WAS RESOLVED "That the Authorised Share Capital of the Company be altered as follows:-

The previous Authorised Share Capital of £100,000, made up of 10,000 ordinary shares of £1 each be replaced by 10,000,000 "A" ordinary shares of £0.01 each. The rights attaching to the "A" ordinary shares of £0.01 will be identical to the rights attaching to the previous ordinary shares of £1 each. Each previous £1 ordinary share in issue at the time of this Resolution will be replaced by 100 "A" ordinary shares of £0.01 each."


IT WAS RESOLVED "That the existing clause five of the Memorandum of Association be deleted and that the following new clause five be inserted in its place.

The share capital of the Company is £100,000 divided into 10,000,000 shares of £0.01 each. Subject and without prejudice to any special rights or privileges attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may, from time to time be determined by the Company."

The following Resolution was then passed as an Ordinary Resolution:-

IT WAS RESOLVED "That upon the recommendation of the Directors the sum of £39,890, being part of the accumulated revenue reserves, be capitalised and apportioned as capital to and among the holders of 6,011,000 "A" ordinary shares of £0.01 each in the capital of the company as appearing in the Register of Members as at close of business on 30th June 1995 and that the directors be authorised and directed to apply such sum in paying up in full 3,989,000 "A" ordinary shares of £0.01 each in the capital of the company and to allot and distribute such new shares, credited as fully paid, to and among the "A" ordinary shares at the rate of 3989 such new shares for every 6011 existing shares held by them."

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Company Secretary

