

06-06-97

COMPANY NO: 2294625

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
ANVIL SOFTWARE LIMITED

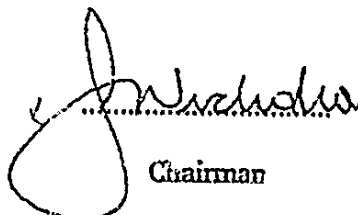
Passed 11th May 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held on 11th May 1997 the following Resolutions were proposed and passed as Special Resolutions

SPECIAL RESOLUTIONS

1. THAT the 1,500,000 "A" Ordinary Shares of 25p each and the 500,000 "B" Ordinary Shares of 25p each in the Authorized share capital of the Company be and they are hereby converted into 2,000,000 Ordinary Shares of 25p each ranking pari passu in all respects

2. THAT the Regulations contained in the printed documents produced to the *meeting and signed for identification by the Chairman be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association


Chairman

