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COMPANY NUMBER: 2311487

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

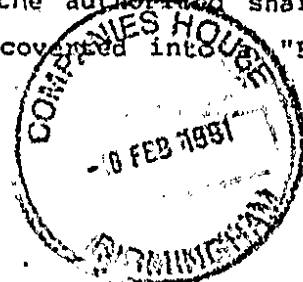
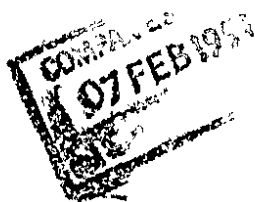
DELCAM INTERNATIONAL LIMITED

Passed on 29<sup>th</sup> January 1991

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Aston Science Park, Aston Triangle, Birmingham B7 4AP on 29<sup>th</sup> January 1991 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. "THAT each of the existing Ordinary Shares constituting part of the authorised share capital of the Company be and it is hereby converted in an "A" Ordinary Share of 10p and each of the Deferred Ordinary Shares of 10p constituting part of the authorised share capital of the Company be and it is hereby converted into "B" Ordinary Share of 10p."



2.

"THAT the Articles of Association of the Company be and they are hereby altered as follows:

2.1 by the deletion in its entirety of Article 3(A) and the insertion of the following new Article 3(A) in its place:

"3(A) The authorised share capital of the Company at the date of adoption of this Article is £475,000 divided into 4,000,000 "A" Ordinary Shares of 10p each ("the "A" Ordinary Shares") and 750,000 "B" Ordinary Shares of 10p each ("the "B" Ordinary Shares")."

2.2 by the deletion of the existing Article 124 and by the insertion of the following article as a new Article 124:

"B" ORDINARY SHARES

124(A) The "A" Ordinary Shares shall, subject to the provisions of Article 124(B), rank in all respects and for all purposes pari passu with the "A" Ordinary Shares of the Company and, subject thereto, all references to "A" Ordinary Shares" in these Articles shall be taken to include a reference to "'B" Ordinary Shares".

(B) Notwithstanding the generality of Article 124(A) above, the provisions of Article 33 ("the Transfer Price") shall not apply to the "B" Ordinary Shares and the "B" Ordinary Shares may be transferred pursuant to Articles 26 to 32 at such price as shall be agreed between the transferor and the transferee of such shares"

2.3 by the replacement of all references to "Ordinary Shares" by a reference to "'A" Ordinary Shares"

3.

"THAT the Directors be and they are hereby authorised to issue and allot 750,000 "B" Ordinary Shares of 10p each to Birmingham City Council for cash at par and the provisions of Article 3(C) of the Company's Articles of Association shall not apply to such allotment."

Dated

29<sup>th</sup> January

1991

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Director

*H. Murray*