

Company No: 2311487

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

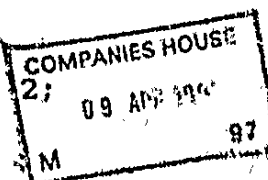
DELCAM INTERNATIONAL LIMITED
("Company")

Passed on 25th March, 1991

AT the Annual General Meeting of the above-named Company duly convened and held at Aston Science Park, Birmingham B7 4AP on the 25th day of March, 1991 the following resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

- "(1) THAT the Company, being a private limited company, be re-registered as a public limited company pursuant to Section 43 of the Companies Act 1985.
- (2) THAT the name of the Company be changed to "DELCAM INTERNATIONAL PLC"
- (3) THAT the Memorandum of Association of the Company be and it is hereby amended as follows:-
- (a) by the deletion of the existing clauses 1 and



(b) by the insertion of the following new clauses:-

- "1. The name of the Company is "DELCAM INTERNATIONAL PLC";
2. The Company is to be a public company; and
3. The registered office of the Company will be situated in England and Wales"; and

(c) by the consequential renumbering of the existing Clauses 3, 4 and 5.

(4) THAT the Articles of Association of the Company be and they are hereby amended as follows:-

- (a) by the deletion of existing Article 2 (and of the heading to that Article);
- (b) by the consequential renumbering of existing Articles 3 to 123 as new Articles 2 to 122;
- (c) by the deletion of existing Article 69 and its replacement with the following new Article 68:-

"68. Unless otherwise determined by Ordinary Resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum. The minimum number of Directors, in any event, shall not be less than two."

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Chairman