

PROFESSIONAL ACCOUNTANTS COMPUTER SOFTWARE LIMITED

THE COMPANIES ACT 1985

Registered number : 2381420

COPY Resolutions of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Crown House, Church Road, Claygate, Esher, Surrey on 1st December 1994.

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be increased from £100,000 to £140,000 by the creation of 40,000 Redeemable Preferred Shares of £1.00 each, the rights of which are set out in the Articles of Association of the Company to be adopted in accordance with Resolution 2 below

SPECIAL RESOLUTION

2. THAT the regulations contained in the document annexed hereto headed "New Articles of Association" be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of every other existing regulation.

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CHAIRMAN

