

## MONEY CONTROLS PLC

We, the undersigned, being all of the members for the time being of the Company entitled to attend and vote at general meetings of the Company **HEREBY PASS** the following resolutions as ordinary and special resolutions of the Company at the AGM of the Company held on 13<sup>th</sup> April 2000

## ORDINARY RESOLUTIONS

1. **THAT** the report of the Directors and the audited financial statements of the Company for the year ended 30<sup>th</sup> September 1999 together with reports of the Auditors thereon be received.
2. **THAT** PriceWaterhouseCoopers be reappointed as auditors and the Directors be authorised to determine the Auditor's remuneration.
3. **THAT** the retirement and re-election of David Orton and Michael Roller as Directors of the Company be approved.

## SPECIAL RESOLUTIONS

1. **THAT** the Company be re-registered as a private company
2. **THAT** the name of the Company be changed to "Money Controls Limited".
3. **THAT** the Memorandum of Association of the Company be amended as follows:
  - 3.1 At clause 1 of the Memorandum of Association the name "Money Controls Limited" be substituted for the existing name of the Company.
  - 3.2 Clauses 2, 3, 4 and 5 respectively of the Memorandum of Association be redesignated as clause 3, 4, 5 and 6 respectively and there be inserted the following clause as clause 2:
 

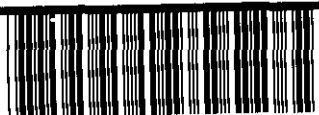
"2. The Company is to be a private company".
  - 3.3 The following be added to the end of clause 5 of the Memorandum of Association:
 

"The Company was re-registered as a private company following a special resolution of 13<sup>th</sup> April 2000. Previously the Company was re-registered as a public limited company following a special resolution of 8<sup>th</sup> June 1993.
  - 3.4 Clause 6 of the Memorandum of Association be altered to read as follows:
 

"The Company's share capital is \$1,617,000 divided into 53,900,000 shares of 3 pence each. \*\*\*
  - 3.5 The text underneath clause 6 be amended to read as follows:

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The Company's name was changed from Draygold Limited to Quadramatic PLC and it was re-registered as a public limited company by special resolution of 8<sup>th</sup> June 1993. Thereafter



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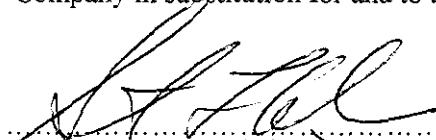
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the Company's name was changed to Money Controls PLC by special resolution of 5<sup>th</sup> February 1999. Thereafter the Company was re-registered as a private company following a special resolution of 13th April 2000.

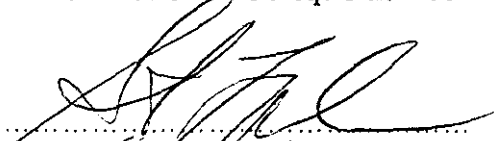
\*\* Clause 3(A) was inserted in place of the previous wording by special resolution of 6<sup>th</sup> July 1993.

\*\*\* The Company's share capital was sub-divided and consolidated into shares of 3 pence each by special resolution of 6<sup>th</sup> July 1993."

4. That the regulations produced to the Meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all other articles of association.

  
STEVEN L. DAVIS

For and on behalf of CA-MC Acquisition Co

  
STEVEN L. DAVIS

For and on behalf of CA-MC Acquisition UK Limited