

COMPANY NUMBER 2608610

COPY OF ORDINARY RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL
MEETING OF THE DODGE GROUP HELD ON FRIDAY 28TH AUGUST 1992

That the capital of the company be increased from £1000 in £1 shares each to £250,000 by
the creation of 249,000 £1 shares.

Signature
Director

Signature
Director



COMPANY NUMBER 2608610

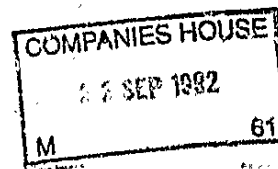
THE DODGE GROUP LIMITED

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

effective from 28th August 1992

Clause five.

The Authorised Share Capital of the Company is £250,000 divided into 250,000 shares of £1 each.



THE DODGE GROUP LIMITED

**MEETING OF THE BOARD OF DIRECTORS HELD AT BURGOINE HOUSE KINGSTON
UPON THAMES AT 5.00PM ON 28TH AUGUST 1992**

PRESENT: Alan Hambrook
John Linwood (Chairman)

1. Mr. Linwood agreed to act as Chairman of the Meeting.
2. The Chairman declared the meeting quorate.
3. It was unanimously agreed to allot 90,681 ordinary shares to The Dodge Group Inc. 303 Wyman St, Suite 320, Waltham, MA 02154
4. There being no further business the chairman declared the meeting closed.


Signed
J. Linwood


Signed
A. Hambrook

