

LANBASE

Company No:- 2617729

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

LanBase plc Pipers Court Berkshire Drive
Thatcham Berkshire RG19 4ER
Telephone: +44 (0)1635 877977
Fax: +44 (0)1635 877543
E-mail: info@lanbase.com
Internet: http://www.lanbase.com



RESOLUTIONS

of

LANBASE PLC

passed 18th November 1998

At an extraordinary general meeting of the Company duly convened and held on 18th November 1998 at Pipers Court, Berkshire Drive, Thatcham, Newbury, Berkshire RG19 4ER the following resolutions were passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

- (1) THAT pursuant to Section 53 of the Companies Act 1985 ("the Act"):-
 - (i) the Company re-register as a private company limited by shares;
 - (ii) the name of the Company be changed to "LanBase Limited"; and that
 - (iii) the present clause 2 be deleted from the Memorandum of Association of the Company and the present clauses 3 to 6 shall be renumbered as clauses 2 to 5.
- (2) THAT pursuant to Section 4 of the Act the provisions of the Memorandum of Association of the Company with respect to its objects be and they are hereby altered by the addition of the following new sub-clause (y):-

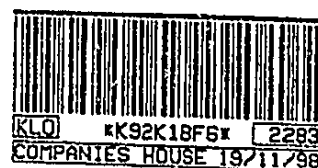
"(y) Except insofar as prohibited by Section 151 of the Act, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Act) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Act) of the Company to be made by any person or company."

L Needs
Chairman

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