

COMPANIES ACT 1985 and 1989

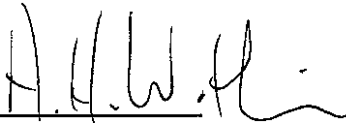
**Company Limited by Shares
TERRANOVA INVESTMENTS LIMITED**

Company Number 2708407

At an extraordinary general meeting of the members of the above company, duly convened and held on 10 September 1999 the following resolution was passed by all the members entitled to attend and vote at the meeting.

SPECIAL RESOLUTION

"THAT the regulations set forth in the printed document produced to this meeting, and for the purposes of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing articles thereof".



For and on behalf of Unigate (Secretary) Limited
Secretary

10 September 1999



572

The Companies Acts, 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TERRANOVA INVESTMENTS LIMITED

COMPANY NUMBER 2708407

PRELIMINARY

- 1 The regulations contained in Table A as prescribed at the date of the adoption of these Articles pursuant to clause 8 of the Companies Act, 1985, (hereinafter referred to as "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company and Regulation 1 of Table A shall apply to the construction of these Articles.

SHARE CAPITAL

2. The Authorised Share Capital of the Company at the date of the adoption of these Articles is £165,000,000 divided into 165,000,000 Ordinary shares of £1.00 each.
- 3 All unissued shares in the Company shall before issue be offered to Unigate PLC and subject thereto, to Section 80 of the Companies Act 1985 and to any resolution of the Company in General Meeting, shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper. Sub-sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall not apply.

TRANSFER OF SHARES

- 4 The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not). Regulations 24 and 27 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 5 The Chairman of the meeting shall not have any casting vote. Regulation 50 of Table A shall not apply to the Company.
- 6 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 7 A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form, each signed by one or more persons. In the case of a member being a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

- 8 Unigate PLC shall at any time and from time to time be entitled to appoint any person to be a Director of the Company, to remove any Director from office and to appoint another in the place of any person who shall have ceased to be a Director for any cause. Any such appointment or removal shall be in writing signed on behalf of Unigate PLC and lodged with the Company at its Registered Office and shall take effect upon such lodgement. Regulations 76 to 80 (inclusive) of Table A shall not apply to the Company.
- 9 A Director shall not be required to hold any shares of the Company by way of qualification.
- 10 The ordinary remuneration of the Directors shall from time to time be determined by Unigate PLC. Regulation 82 of Table A shall not apply to the Company.
- 11 The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of Directors. Regulation 100 of Table A shall be modified accordingly.

DIRECTORS' INTERESTS

- 12 No Director shall be disqualified by his position as Director from entering into or being interested in any contract, arrangement or transaction to which the Company is a party or in which the Company is in any way interested, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract, arrangement or transaction in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any office or place of profit under the Company or any Company in which the Company is in any way interested other than that of Auditor of the Company or of any subsidiary thereof on such terms as to remuneration and otherwise as the Directors may determine. Regulations 85, 86 and 94 to 98 inclusive of Table A shall not apply to the Company.

RETIREMENT OF DIRECTORS

- 13 The office of a Director shall be vacated in any of the following events, namely:
- (A) if he shall become prohibited by law from acting as a Director;
 - (B) if he shall deposit at the Registered Office of the Company his written resignation;
 - (C) if he shall have a receiving order made against him or shall compound with his creditors generally;

- (D) if he shall become of unsound mind;
- (E) if he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated;
- (F) if he be removed from office pursuant to Article 8 hereof.

Regulation 81 of Table A shall not apply to the Company.

- 14 The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 75 (inclusive) of Table A shall not apply to the Company and all other references in Table A to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS

- 15 In the case of an equality of votes the Chairman (if any) of the Directors shall not have any casting vote. Regulation 88 of Table A shall be modified accordingly.
- 16 If the number of Directors is reduced below two the continuing Director may act for the purpose of summoning a General Meeting of the Company but for no other purpose. Regulation 90 of Table A shall be modified accordingly.

THE SEAL

- 17 Unigate PLC shall provide for the safe custody of the Seal which shall only be used by the authority of Unigate PLC or of a committee of persons authorised by Unigate PLC in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Director of Unigate PLC and shall be countersigned by a second Director of Unigate PLC or by the Secretary of Unigate PLC or by some other person appointed by Unigate PLC for the purpose. Regulation 101 of Table A shall not apply to the Company.

INDEMNITY

- 18 Subject to the provisions of and so far as may be permitted by law every Director, Secretary, Auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.