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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3214950

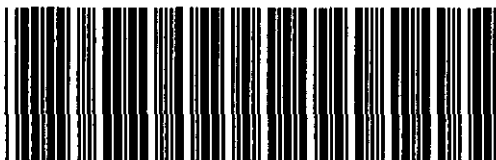
The Registrar of Companies for England and Wales hereby certifies that

E-XENTRIC PLC

having by special resolution changed its name, is now incorporated  
under the name of

CAPITAL MANAGEMENT AND INVESTMENT PLC

Given at Companies House, London, the 7th June 2002



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For The Registrar Of Companies



C O M P A N I E S H O U S E

NW080385



Company No 3214950

**THE COMPANIES ACTS 1985 AND 1989**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**e-xentric PLC**



At the Annual General Meeting of the Company held at Pinsent Curtis Biddle, 69 Old Broad Street, London EC2M 1NR on 7 June 2002 the following matters were considered as Ordinary Business:-

1. To receive the Company's annual accounts for the financial year ended 31 January 2002, the directors' report and the auditors' report on those accounts.
2. To re-appoint BDO Stoy Hayward as auditors to hold office from the conclusion of this Meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration.
3. To re-appoint Alan McIntosh retiring by rotation in accordance with the Company's Articles of Association.
4. To reappoint Tim Woodcock retiring by rotation in accordance with the Company's Articles of Association.

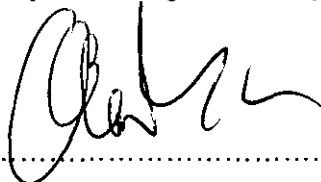
As Special Business, the following special resolutions were passed:-

**SPECIAL RESOLUTIONS**

5. **THAT** Special Resolutions 12 and 13 passed at the Annual General Meeting of the Company held on 11 May 2000 whereby it was resolved to cancel and extinguish the Deferred Shares of 9p each in the capital of the Company, to reduce the share premium account of the Company by £740,000 and to make consequential amendments to the Articles of Association of the Company be and are hereby revoked.
6. **THAT:-**
  - 6.1 the share capital of the Company be reduced by cancelling and extinguishing all of the 9,984,800 Deferred Shares of 9p each in the authorised and issued share capital of the Company; and
  - 6.2 the amount standing to the credit of the share premium account of the Company be and is hereby reduced by £1,859,076.
7. **THAT** with effect from the date of sanction by the High Court of the cancellation of the Deferred Shares of 9p each in the authorised and issued capital of the Company, the Articles of Association of the Company be amended by:
  - 7.1 deleting existing Article 3.1 and substituting the following therefor:

"3.1 The share capital of the Company is £10,000,000 divided into 1,000,000,000 ordinary shares of 1p each (the "**Ordinary Shares**")";

- 7.2 deleting existing Article 3.2 which sets out the rights attaching to the Deferred Shares;
- 7.3 renumbering existing Articles 3.3 to 3.7 as Articles 3.2 to 3.6;
- 7.4 deleting existing Article 4 which sets out the rights attaching to the Preference Shares;
- 7.5 renumbering and renaming Article 5 as Article 4 and "Provisions relating to Shares" respectively;
- 7.6 deleting existing Articles 5.1, 5.5 and 5.7;
- 7.7 renumbering existing Articles 5.2, 5.3, 5.4 and 5.6 as Articles 4.1 to 4.4; and
- 7.8 renumbering existing Articles 6 to 51 as Articles 5 to 50.
8. **THAT** the Company generally be and is hereby authorised for the purpose of section 166 of the Act to make market purchases (as defined in section 163 of the Act) of Ordinary Shares provided that:-
- 8.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 11,636,749;
- 8.2 the minimum price which may be paid for such share is 1 pence per share;
- 8.3 the maximum price (exclusive of expenses) which may be paid for such shares is 5 per cent. above the average middle market quotations taken from the Stock Exchange Daily Official List for the five business days before the purchase is made;
- 8.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the next Annual General Meeting of the Company and the date which is eighteen months from the date on which this Resolution is passed;
- 8.5 the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, and may make a purchase of its own shares pursuant to any such contract.
9. **THAT** the name of the Company be changed to "Capital Management and Investment PLC".



CHAIRMAN