

The Companies Act 1985
Private Company Limited by Shares

**SPECIAL
RESOLUTION**

of

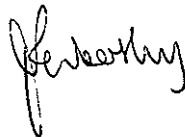
AGAPE ASSOCIATES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 19 AMBERLEY ROAD, HORSHAM, WEST SUSSEX
on 16 TH FEBRUARY 1999

the following SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

THAT the existing Clause 3A of the Memorandum of Association be deleted and
the attached Clause 3A be substituted in place thereof.



J. C. PENBERTHY.

- CHAIRMAN



The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION

of

AGAPE ASSOCIATES LIMITED

1. The Company's name is Agape Associates Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To carry on all or any of the businesses of computer consultants, specialists, and engineers and writers, designers, devisers, organisers, marketers and dealers in computer systems and computer software and of computer programmers and consultants in relation to the use of computers and data processing; to carry on all or any of the businesses of manufacturers, buyers, sellers, importers, exporters, maintainers, installers, hirers, letters on hire of, distributors and agents for the sale of, dealers in and trainers in the use of computer hardware, computer products, software, equipment, stationery, print ribbons, programmes, data processing supplies, equipment and machinery of every description and in office equipment and furniture, commercial appliances, accessories and utensils of every description; to provide services and to operate a computer bureau and generally to assist other firms or companies in the directing and carrying on of the business of such firms or companies and to carry on the businesses of management, personnel, industrial and business consultants and advisers and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and to the rendering of services; to carry out, undertake, organise and provide facilities for scientific and technical research and to undertake experimental work with prototypes, instruments, appliances, apparatus, metals, materials and devices; to discover and develop new processes and materials and to obtain rights of development, manufacture and sale in respect thereof; to carry out studies in relation to the health of populations, the environment and defence systems; to carry on all or any of the businesses of advertising agents and contractors, furnishers, storekeepers, proprietors and letter on hire of and dealers in motor and other vehicles, garage proprietors, forwarding agents, haulage and transport contractors; to manufacture, buy, sell and deal in plant, machinery, apparatus, goods merchandise, produce and things of every description; to provide specialised training and preparation in relation to all or any of the aforementioned businesses and to purchase or otherwise acquire and take over any businesses or undertakings as and when may be deemed expedient or to become interested in and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may though desirable; and to act as merchants generally.