

Company Number: 3774448

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF

**PRIMAGRAPHICS (HOLDINGS) LIMITED**

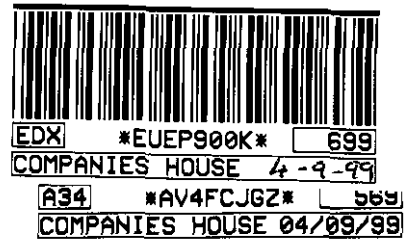
Pursuant to section 381A of the Companies Act 1985

Passed on 19 August 1999

I, the undersigned being the sole member of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby as follows that such resolutions take effect as ordinary and special resolutions:

**ORDINARY RESOLUTIONS**

- 1 The authorised share capital be increased from £1,000 to £150,000 by the creation of 149,000 new ordinary shares of £1 each.
- 2 The director of the Company be unconditionally authorised to allot shares up to the amount of the new authorised share capital of the Company at any time or times during the period of 5 years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
- 3 The Memorandum of Association of the Company be amended in the following manner:
  - 3.1 by the deletion of the existing clauses 3(a)(i) and (ii) inclusive and inserting the following new clauses:
    - "3 The object of the Company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects:
      - (a)(i) To carry on all or any of the businesses of designers, manufacturers, repairers, maintainers, fitters, sellers, importers,



exporters and distributors of graphic, video and image processing hardware and software.

- (ii) To act as the holding and co-ordinating company of the group of companies of which the Company is for the time being the holding company.”

3.2 By the inclusion of a new clause 3(z):

“to provide or establish, manage act as trustee of any fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the company or any company which is the company’s holding company or a subsidiary of the company’s holding company or a subsidiary of the company or any company, firm or business in which the company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employee’s share schemes, profit-sharing schemes, employees’ trusts, sports, educational or leisure facilities and training or retraining schemes.”

Dated this                      day of

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**Brian Marshall**