Package:

'Laserform'

by Laserform International Ltd.

Please complete in typescript, or in bold black capitals.

CHFP025

Company Number

3973257

Company Name in full

AXIOMLAB PLC

private company

applies to be re-registered as a private company by the name of:

Application by a public company for re-registration as a

Please insert name of company amended to make it appropriate for this company as a private limited company.

AXIOMLAB LIMITED

and for that purpose delivers the following documents for registration:

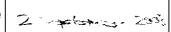
Please delete if previously presented for registration.

- 1.9 [A copy of the Special Resolution that the company be re-registered as a private company]
- 2. A printed copy of the memorandum and articles as altered by the Special Resolution that the company be re-registered as a private company.



Signed

Date



† Please delete as appropriate.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.



Laserform International 12/99

† a director / secretary

Mrs Emma Davies, Addleshaw Goddard

100 Barbirolli Square

Manchester

M2 3AB

Tel 0161 934 6000

DX number DX 14301 DX exchange Manchester

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh

for companies registered in Scotland

708531

The Companies Acts 1985 to 1989

Private Company Limited by Shares

MEMORANDUM

OF ASSOCIATION

of

AXIOMLAB LIMITED