COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

IP2IPO GROUP LIMITED

RESOLUTION

(Passed on 26 September 2003)

At an extraordinary general meeting of the above named Company duly convened and held on 26 September 2003 the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

- 1. That the Company be re-registered as a public limited company under the Companies Act 1985 with the name IP2IPO Group plc and simultaneously therewith:-
 - 1.1. the Memorandum of Association of the Company be altered:
 - 1.1.1 by deleting clause 1 and substituting therefor the following:-

"The name of the Company is "IP2IPO Group plc".";

- 1.1.2 by renumbering clauses 2 to 5 inclusive as 3 to 6 inclusive;
- 1.1.3 by altering appropriately all cross references within clauses 3 to 6 inclusive (as renumbered) to others of such clauses consequent upon such renumbering.
- 1.2 by inserting a new clause 2 to read: "The Company is to be a public company."

Director

M. Winned

Dated 26 September 2003

LD1 *L1R9ZOR@* 0049
COMPANIES HOUSE 29/09/03