

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS

of

**TRADINGSPTS EXCHANGE SYSTEMS LIMITED**

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Passed on 19 May 2003

At an Extraordinary General Meeting of the Company duly convened and held at 11 Pilgrim Street, London EC4V 6RW on 19 May 2003 the following Resolutions were duly passed as Special Resolutions:

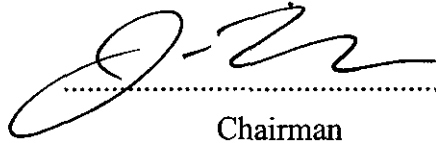
**SPECIAL RESOLUTIONS**

1 THAT:

- (a) the Company be re-registered as a public limited company pursuant to Section 43 Companies Act 1985;
- (b) To change the name of the company to TRADINGSPTS EXCHANGE SYSTEMS PLC; and
- (c) the provisions of the Memorandum of Association of the Company be altered:
  - (i) by deleting the name of the Company in Clause 1 and substituting therefor the name "TRADINGSPTS EXCHANGE SYSTEMS PLC".
  - (ii) by the insertion after Clause 1 of the following new Clause 2:

"2. The Company is to be a public company."
  - (iii) by re-numbering the existing clauses 2, 3, 4 and 5 as 3, 4, 5 and 6 respectively.

2. THAT the regulations as set out in the re-printed Articles of Association tabled at the meeting and signed for identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.



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Chairman