


BORDERS INFORMATION TECHNOLOGY LIMITED ("the Company")

Registered No 164676

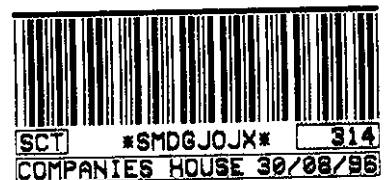
At an Extraordinary General Meeting of the above Company duly convened and held at Ravendean, Boggsbank Road, West Linton, Peeblesshire, EH46 7EN on the 17th day of August 1996, the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"That the Memorandum of Association of the Company be amended by the insertion of a new Clause III(1)(a) as set out in the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof and that the original Clauses III(1)(a), (b) and (c) be redesignated Clauses III(1)(b), (c) and (d) respectively."


Secretary



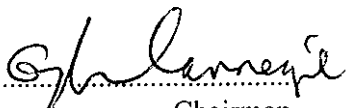


BORDERS INFORMATION TECHNOLOGY LIMITED

Registered No 161498

New Clause III(1)(a)

“To act as computer system and software managers, consultants, designers, developers and distributors; to create, establish, build-up, operate and maintain an organisation for the promotion, supply, management, recommendation and introduction of design, development, distribution, consultancy and management work of every description to persons, firms of developments, manufacturers, suppliers, renovators, planning agents, consultants and managers of all description and without limitation; to carry on business as computer hardware and software managers, consultants, designers, developers, manufacturers, suppliers, renovators and planning agents; to carry on business as computer contractors, installers, maintainers, repairers and general engineers and all other trades connected with domestic and commercial computers; to carry on business as general importers and converters and as workers of and dealers in all and every kind of material used in computer design, installation, conversion, renovation, maintenance, furnishing and preparation; to manufacture, buy, sell and deal in goods, commodities and articles of all kinds likely to be required in connection with the foregoing businesses, or likely to be required by persons visiting or frequenting the Company's premises; to provide training, technical and advisory services for users and potential users of computers and to devise and supply programmes and other software for such users; to manufacture, buy, sell and deal in all plant, machinery, tools, implements apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them which may be conveniently dealt with or necessary with such businesses or are likely to be required by any of the customers or persons having dealings with the Company and to carry on all of the above businesses and activities whether acting as sub-contractor, agent or on its own behalf;”


Chairman