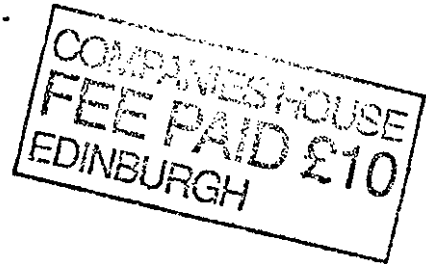


THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION
OF
WHEATLOCH LIMITED



At an Extraordinary General Meeting of the Members of the said Company convened and held at

5 LOGIE MILL, BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD, EDINBURGH, EH7 4HH

on the 6th day of NOVEMBER 1997.

the following Special Resolution was duly passed:-

1. That the name of the above Company be changed to:-

A & S TODD COMPUTER SERVICES LIMITED

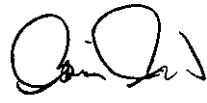
2. That Clause 3(A) of the Memorandum of Association be deleted and the following new clause 3(A) be substituted therefore;

To carry on in Scotland and elsewhere all or any of the businesses of a computer consultancy company in all its branches; to act as advisors, organisers and implementers of computerised systems, services and all other mechanised accounting and financial systems connected with the promotion, arrangement, design, programming, production and compilation of data processing and to provide cost effective assistance, specialised training and preparation in relation to all matters pertaining thereto; to act as computer system engineers, electrical, electronic and mechanical engineers, programme analysts, computer programmers, data preparation experts and to carry out all basic research and development work relating to computer technology and solid state logic; to undertake experimental work with prototypes, systems and programmes, computer and peripheral equipment and all other mechanical systems and devices and to carry out improvements and renovations to all existing machinery and systems; to act as designers, manufacturers, importers, exporters, suppliers, distributors, wholesalers, retailers, agents for the sale of and dealers in computers, data processing equipment, computer software, programmes, systems, peripherals, magnetic tape reels, discs, stationery, forms, cards, indexes and all other requisites related to or associated with computer technology; to undertake, perform and carry out all kinds of commercial, trading and financial operations and to buy, sell and deal in articles and things of all kinds necessary or useful for the purposes of the aforementioned businesses, or any of them, or which may seem capable of being profitably dealt with in connection with any of such businesses or likely to be required by customers of or persons having dealings with the Company.

Presented by:

SCOTT'S COMPANY FORMATIONS
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH




DIRECTOR / SECRETARY