

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RHETORICAL SYSTEMS LIMITED

SPECIAL RESOLUTION

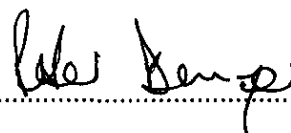
At an Extraordinary General Meeting of Rhetorical Systems Limited (the "Company") duly convened and held at Level 2, Saltire Court, 20 Castle Terrace, Edinburgh on 30 November 2000 at 5.23 am/pm the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

- (A) the authorised share capital of the Company be and is hereby increased from £1,000 to £1,020 by the creation of 2,000 ordinary shares of £0.01 each ranking *pari passu* in all respects with the existing 100,000 ordinary shares of £0.01 each;
- (B) the Articles of Association of the Company be and are hereby amended by the deletion of Article 3.1 and its substitution with the following new Article 3.1:-

"3.1. The Share Capital of the Company is £1,020 divided into 102,000 Ordinary Shares of £0.01 each."; and
- (C) the directors of the Company be and they are hereby authorised generally and unconditionally, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £60, such authority to expire on 1 January 2001, provided that this authority is limited to the allotment of 6,000 ordinary shares of £0.01 each in the share capital of the Company to The University Court of the University of Edinburgh in consideration for the granting of a database licence by The University Court of The University of Edinburgh to the Company; such authority to expire on 1 January 2001, save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority, and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.



Director/Secretary

