

No. 205735

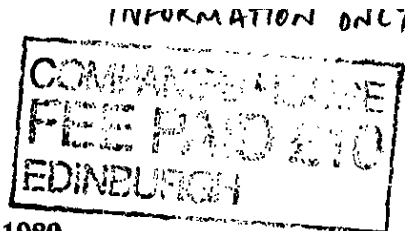
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RANDOTTE (NO. 484) LIMITED

RESOLUTIONS

(Passed 18 April 2000)



At an Extraordinary General Meeting of Randotte (No. 484) Limited, duly convened and held at Saltire Court, 20 Castle Terrace, Edinburgh on 18 April 2000 at 2 p.m. the following Resolutions were passed of which Resolution numbers 1 to 3 were passed as Ordinary Resolutions and Resolution numbers 4 to 6 were passed as Special Resolutions:-

ORDINARY RESOLUTIONS

1. THAT each of the existing 100 shares in the Company of £1 each, both issued and unissued, be sub-divided into 100 Ordinary Shares of £0.01 each ranking *pari passu* in all respects with the other Ordinary Shares of £0.01 each in the Company.
2. THAT the authorised Share Capital of the Company be increased to £1,000 by the creation of 90,000 Ordinary Shares of £0.01 each ranking *pari passu* in all respects with the existing 10,000 Ordinary Shares of £0.01 each in the Share Capital of the Company following the sub-division referred to in Resolution 1.
3. THAT pursuant to Section 80 of the Companies Act 1985, the Directors of the Company are hereby generally and unconditionally authorised to issue the 99,900 unissued Ordinary Shares of £0.01 each in the Share Capital of the Company (following the sub-division and increase referred to in Resolutions 1 and 2 respectively) to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

SPECIAL RESOLUTIONS

4. THAT the name of the Company be changed to " RHETORICAL SYSTEMS LIMITED".
5. THAT the Memorandum of Association of the Company be altered by deleting the existing Paragraph V in its entirety and inserting the following paragraph in its place:-

"The Company's share capital is £1,000 divided into 100,000 Ordinary Shares of £0.01 each."
6. THAT the regulations contained in the document produced to the Meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

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Director