

197754

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
ACCO EUROPE LIMITED

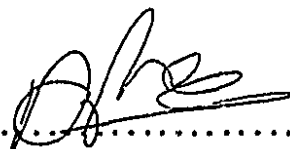
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passed on 2nd May 1990

AT AN EXTRAORDINARY GENERAL MEETING of Acco Europe Limited held at Nepicar House, Sevenoaks, on the 2nd day of May 1990 the following Resolution was duly passed as a Special Resolution:-

That the provisions of the Memorandum of Association of the Company be and are hereby altered with respect to the objects of the Company by the insertion of the number (ii) before the existing clause (n) and the insertion of the following new sub-clause (n)(i):-

"To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description."

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Secretary

