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COMPANIES ACTS 1948 to 1976

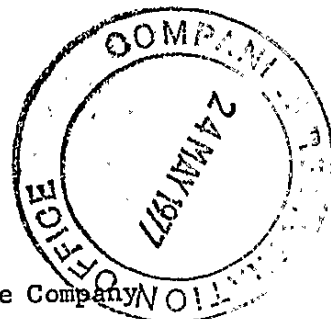
SPECIAL RESOLUTIONS

-of-

CONTRA SERVICES COMPANY

Passed 23rd May, 1977

KN245 1064 C= 0040.00



At an Extraordinary General Meeting of the Members of the above Company duly convened and held at The Stock Exchange, 16th Floor, London, EC2N 1HJ, on 23rd May, 1977, the following Special Resolutions were duly passed.

SPECIAL RESOLUTIONS

1. That the Company, which was registered as an unlimited company having a share capital under the Companies Acts 1948 to 1967, on the 13th day of August, 1969, be re-registered under the Companies Acts 1948 to 1976 as a company limited by shares.
2. That upon and subject to such re-registration and with the consent of the Department of Trade the name of the Company be changed to Kardex Systems (UK) Limited.
3. That the Memorandum of Association of the Company be and it is hereby altered as follows :-
 - (a) in Clause 1 by the deletion of the words in brackets;
 - (b) by the deletion of the existing Clauses 3 and 4 in their entirety; and
 - (c) by the insertion of Clauses 3, 4 and 5 of the Memorandum of Association annexed hereto.so that the Memorandum of Association of the Company shall conform in every respect to the copy annexed hereto.

4. That the regulations contained in the New Articles of Association submitted to this meeting and annexed hereto be and the same are hereby approved and adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association.
5. That the authorised share capital of the Company be increased from £20,000 to £200,000 by the creation of 180,000 new Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
6. That all existing issued shares in the capital of the Company be redesignated as "A" Ordinary Shares of £1 each.
7. That the sum of £27,000 being part of the amount standing to the credit of the revenue reserve account of the Company be capitalised and that the same be applied in paying up in full at par 27,000 unissued Ordinary Shares of £1 each (to be designated upon issue as "A" Ordinary Shares) in the capital of the Company ("new Shares") to be allotted on renounceable allotment letters credited as fully paid to and amongst the persons who immediately prior to the holding of this meeting were registered as holders of the issued "A" Ordinary Shares in the capital of the Company in proportion to their respective holdings of such issued "A" Ordinary Shares, which new Shares shall rank for dividends and otherwise pari passu in all respects with the existing "A" Ordinary Shares of the Company.


CHAIRMAN



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 960163 / 21

I hereby certify that

CONTRA SERVICES COMPANY

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

KARDEX SYSTEMS (UK) LIMITED

Given under my hand at Cardiff the **31ST MAY 1977**

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies