

**NOTICE OF PASSING OF
WRITTEN RESOLUTION**

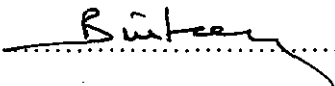
of

**SOFTCAT PLC
(Registered No. 2174990)**

Notice is hereby given that by written resolutions passed on 10 May 2005 the following resolutions were duly passed:-

SPECIAL RESOLUTIONS

1. That the company be re-registered as a private company under the Companies Act 1985 by the name of Softcat Limited.
2. That the memorandum of association of the Company be amended accordingly as follows:
 - 2.1 By the deletion of clause 1 and in substitution for it:
"1. The Company's name is Softcat Limited."
 - 2.2 By the deletion of clause 2 and in substitution for it:
"2. The Company is to be a private limited company."
3. That the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed 

Company Secretary

Dated 10 May 2005

