

COMPANY NUMBER 03413411

**COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**



**SPECIAL RESOLUTION
OF
KNOWLEDGEPOINT LIMIED**

At an Extraordinary General Meeting of the above named company, duly convened and held at
Unit 5, Cutbush Park, Danehill, Lower Earley, Reading, Berkshire RG6 4UT on the 25 day of
July 2002, the following

resolutions were duly passed as special resolutions:

- 1.1 THAT the existing £1 ordinary shares shall be converted to 'A' ordinary shares of £1 each.
- 1.2 THAT the authorised share capital of the Company be increased to £1,080 by the creation of an additional 40 £1 'B' ordinary shares and 40 £1 'C' ordinary shares.
- 1.3 THAT the Memorandum of Association of the Company be altered by deleting clause 5 thereof and replacing it with the following:

'The authorised share capital of the company is £1,080, divided into 1,000
£1 A ordinary shares ("The 'A' ordinary shares"), 40 'B' ordinary shares of £1 each
("The 'B' ordinary shares") and 40 'C' ordinary shares of £1 each ("The 'C' ordinary
shares).'
- 1.4 THAT the Articles of Association of the Company be hereby amended by the addition of the following new articles, so as to replace any existing references.

2.1 SHARES

The authorised share capital of the company is £1,080, divided into 1,000 A ordinary shares of £1 each ("The 'A' Ordinary Shares"), 40 £1 B ordinary shares ("The 'B' Ordinary Shares") and 40 £1 C ordinary shares ("The 'C' Ordinary Shares"). The 'A', 'B' and 'C' Ordinary Shares shall be separate classes of shares and shall carry the respective voting rights and be subject to the restrictions as set out in these Articles of Association.

2.2 In relation to any subsequent issue of shares made.

- (i) No share of any class shall be issued otherwise than to members holding shares of the same class except with the prior consent of a majority in number of the members having a right to attend and vote at a meeting, being a majority together holding not less than 75% of the nominal value of the shares giving that right.
- (ii) All unissued shares in the capital of the Company from time to time shall be issued only in such a manner as to establish or maintain the proportions specified in Article 2:1 (unless a majority in number of the members having a right to attend and vote at a meeting of the Shareholders being a majority together holding not less than 75% of the nominal value of the shares giving that right otherwise agree.)

2.3 Subject, as aforesaid, the directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company, to allot grant options over or otherwise dispose of all unissued shares to such persons, at such times and generally on such terms and conditions as they think proper (provided that no shares shall be issued at a discount) at any time or times during the period of 5 years from the date of the Resolution.

2.4 SHARE RIGHTS

The Shares shall have the following rights and shall be subject to the following restrictions:-

2:4.1 The holders of 1,000 £1 'A' ordinary shares shall carry the equivalent voting rights and rank pari-passu in all respects..

2:4.2 No voting rights shall attach to the holders of £1 'B' ordinary shares or £1 'C' ordinary shares whatsoever, or any entitlement to attend general meetings.

As regards income:-

2:4.3 If the Company determines to distribute any profits available for distribution by way of dividend then such sums shall be distributed amongst the holders of the 'A' Ordinary, 'B' Ordinary and 'C' Ordinary Shares in proportion to the nominal amounts of such shares, in such a manner as the Company in their absolute discretion may so determine.

2:4.4 The Company may, at its absolute discretion, distribute a dividend to either holders of 'A', 'B' and 'C' ordinary shares independently at independent rates. Any distribution to the holders of 'B' and 'C' ordinary shares shall be limited to the amount as agreed by the holders of all the 'A' shares prior to the distribution..

3. CAPITAL RIGHTS

As regards capital:-

3.1 On a return of assets on liquidation or capital reduction or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:-

- a) First, in paying to each holder of 'A' Ordinary Shares a sum equal to the nominal amount thereof.;
- b) Second, in paying to each holder of 'B' and 'C' Ordinary Share a sum equal to the nominal amount thereof; together with a further £1 per 'B' and 'C' Ordinary share held.

- c) Third, in paying to the holders of 'A' Ordinary Shares the amount of undistributed reserves of the company.

3.2 In the event of any other offer, outright sale or return of assets, the holders of 'B' Ordinary shares and 'C' Ordinary shares shall not be entitled to any return of capital whatsoever.

All members had agreed to take short notice of this Meeting.

There being no other business to transact at this meeting, the Chairman declared the meeting closed.

By order of the Board

K Philpot.

K PHILPOT

SECRETARY