No: 3676175

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

EPOCH SOFTWARE HOLDINGS LIMITED

Passed   18/6   **1999**

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered as a public company under the Companies Act 1985 by the name of "Epoch Software Holdings plc".

2. THAT the memorandum of association of the Company be amended as follows:

    2.1. in clause 1 by the substitution for the word "Limited" of the word "plc";

    2.2. by the insertion after clause 1 of the following new clause:

        "2. The Company is to be a public company.";

    2.3. by re-numbering clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6.

3. THAT the articles of association in the form of the print attached to this resolution and for the purposes of identification signed by the chairman of the Company be and they are hereby adopted as the articles of association of the company in substitution for and to the exclusion of the existing articles of the Company.
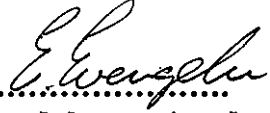
as duly appointed attorney of
Rochelle Cohen

Grahame Cohen

as duly appointed attorney of
Nicola Casali
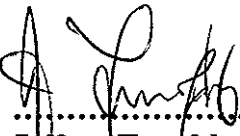
For and on behalf of
TAB Systems International Limited

Matthew McCormack

Gordon McCormack

D.SCM.OSB.E92.1_125
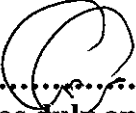
.... As ATTORNEY.

as duly appointed attorney of
Ravi Bakrania

....

Owen McQuaide

....

Evangelos Evangelou

....

Jeffrey Turofsky

....

as duly appointed attorney of
Ruth Robins, Arnold Wagner and Sidney
Frosh

....

as duly appointed attorney of
Gabriel Friedman