

No: 3676175

The Companies Acts 1985 and 1989  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**EPOCH SOFTWARE HOLDINGS LIMITED**

Passed 18/6 1999

I, the undersigned, the sole member of the Company entitled to receive notices of, attend and vote at general meetings pass the following resolutions and agree that, in accordance with Section 381A of the Companies Act 1985, the resolutions shall for all purposes be as effectual as if the same had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTION**

1. THAT:

- 1.1. the authorised share capital of the Company be increased from £100 to £150,000 by the creation of:

1.1.1. 131,900 Ordinary Shares of £1 each; and

1.1.2. 18,000 A Ordinary Shares of £1 each;

each class of share having the rights set out in the new Articles of Association of the Company to be adopted pursuant to this Special Resolution;

- 1.2. each of the Ordinary Shares of £1 each in the capital of the Company, including the one issued Ordinary Share of £1 (being the subscriber's share), be sub-divided into 100 Ordinary Shares of £0.01 each;
- 1.3. each of the A Ordinary Shares of £1 each in the capital of the Company be sub-divided into 100 A Ordinary Shares of £0.01 each.
- 1.4. the Articles of Association in the form of the print attached to this resolution and for the purpose of identification only initialled by the Chairman of the Company be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing articles of association

  
as duly appointed attorney for  
**Rochelle Cohen**



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