

No. 3833128

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BEACONHILL TRADING COMPANY LIMITED

(Passed 20 July 2000)



In accordance with the Companies Act 1985 the following Resolutions were agreed to and were duly passed on 20 July 2000. Resolution 1 being passed as an Ordinary Resolution and Resolutions 2, 3 and 4 being passed as Special Resolutions.

ORDINARY RESOLUTION

- 1 THAT the authorised share capital of the Company be increased from £1000 to £250,000 by the creation of 119,000 additional ordinary shares of £1 each and by the creation of 130,000 preference shares of £1 each, each having attached thereto the rights and privileges, and being subject to the limitations, as set out in the Articles of Association of the Company to be adopted on the date hereof, and the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as such term is defined in the Act) up to an aggregate nominal amount of £249,000 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;

SPECIAL RESOLUTIONS

- 2 THAT the Company be re-registered as a public company pursuant to section 43 of the Act and that the name of the Company be changed to "Buyers Guide plc".
- 3 THAT the Memorandum of Association of the Company be altered as follows:
 - 3.1 by deleting the name of the Company as set out in clause 1 thereof and substituting therefor the name "Buyers Guide plc";
 - 3.2 by inserting after clause 1, the following new clause 2:

"2. The Company is to be a public company.";
 - 3.3 by deleting "The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each" as set out in clause 5 thereof and substituting therefor the words "The Share Capital of the Company is £250,000 divided into 120,000 ordinary shares of £1 each and 130,000 preference shares of £1 each";
 - 3.4 by re-numbering the existing clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6.

- 4 THAT the Regulations contained in the printed document marked "A" now produced to the Meeting and for the purposes of identification signed by the Chairman hereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.



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Director

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