



COMPANIES ACT 1985

FIGUREPLUS LIMITED

COMPANY LIMITED BY SHARES

COMPANY NO. 4005584

By a written resolution dated 28 July 2000, the following resolution was passed.

THAT the articles of association of the Company be altered with immediate effect as follows:

(a) Article 2.2 shall be deleted and replaced as follows:-

"2.2 The pre-emption provisions in section 89(1) of the Act and the provisions of sub-sections 90(1) to 90(6) inclusive of the Act shall not apply to any allotment of the company's equity securities."

(b) Article 2.3 be deleted

(c) Article 2.4 be renumbered Article 2.3

(d) Article 3.1 be deleted and replaced as follows:-

"Regulation 8 in Table A shall be not apply to the Company."

(e) Article 4.3.1 shall be deleted and replaced as follows:-

"4.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall, subject as provided in Article 4.3.3 below, be as valid and effectual as if agreed by the Company in general meeting and the provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member."

(f) Article 9.1.3 shall be renumbered as Article 9.1.4;

(g) The following article shall be inserted as new Article 9.1.3:-

"9.1.3 A person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of

the meeting is. The word "meeting" in these articles shall be construed accordingly."; and

(h) Article 13 shall be deleted and replaced as follows:-

"Regulation 24 of Table A shall not apply to the Company."

A handwritten signature in cursive script, appearing to read 'Teh Cotton', written over a dotted line.

Company secretary

Presented by:

Freshfields

65 Fleet Street

London EC4Y 1HS

(Reference: 103374-0063/JPLD/JB)