

No: 4138203

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO.2758) LIMITED
(having resolved to change its name to Consignia Limited)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 25th January, 2001 the following special resolution was passed:

Special Resolution

- (A) That the Company be re-registered as a public company pursuant to section 43 of the Companies Act 1985;
- (B) That the Memorandum of Association of the Company be amended as follows:-

- (i) by the deletion of clause 1 and the substitution therefor of words "The name of the company is CONSIGNIA PUBLIC LIMITED COMPANY"
- (ii) by the insertion after clause 1 of the following new clause 2:-

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

and by the re-numbering accordingly of the existing clause 2 and the succeeding clauses of the Memorandum of Association.

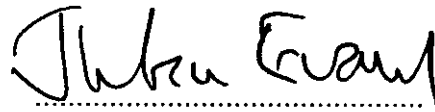
- (iii) by the deletion of the existing clause 5 and the replacement therewith of a new clause (to be renumbered as clause 6 pursuant to (ii) above) as follows:-

The share capital of the Company is £50,000 divided into 50,000 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special right, privileges, restrictions or conditions.

- (C) That the proposed new Articles of Association produced to the meeting and signed by the secretary for the purpose of identification be adopted as the Articles of Association



of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

A handwritten signature in black ink, appearing to read "John Evans". The signature is written in a cursive style with a horizontal dotted line underneath it.

Chairman of the meeting

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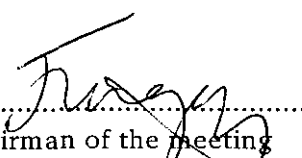
of

TRUSHELFCO (NO.2758) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 24th January, 2001 the following resolutions were passed, resolution 1 as a special resolution and resolutions 2 and 3 as ordinary resolutions:

RESOLUTIONS

1. That the name of the Company be changed to Consignia Limited.
2. That the authorised share capital of the Company be increased to £50,000 by the creation of 49900 additional Ordinary Shares of £1 each.
3. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £49,998 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


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Chairman of the meeting

N/c Noted
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C.30.01