SPECIAL RESOLUTION

of

SIZZTASK Lin

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on 28/5/2002 the following SPECIAL RESOLUTION was passed:-

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from Clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the appendix attached hereto.

(Signed):

RWL Registrars Limited

Secretary

Presented by: Reichmann & Wing Limited 134 Percival Road Enfield Middlesex EN1 1QU

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COMPANIES HOUSE

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THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

SIZETASK LIMITED

1. The Company's name is

SIZETASK LIMITED

- 2. The Company's Registered Office is to be situated in England and Wales.
- 3. The objects for which the Company is established are:-
 - (a)To carry on all or any of the following businesses: Information technology consultants, the design and implementation of web sites and domain names, all aspects of electronic communications, e-commerce, providers of services and facilities of all kinds in connection with the use, training or application of computers, multimedia, tabulators, data processing equipment, tapes and other accessories; to operate service bureaux for any purpose in connection with the foregoing and on behalf of any firm, company, person, organisation or other body; to prepare disks, tapes and other means of representing information and data for feeding into computers and other automatic and electronic machines and to prepare tabulations or other presentations of data after processing, to effect data-processing of every description and for any purpose and to provide all kinds of services ancillary or incidental thereto; to rent and hire out equipment and to supply staff and labour for any of the foregoing activities; to write, design and otherwise handle computer programs for all data processing schemes and other projects of all kinds; and to carry on business as management and business consultants, statisticians, publishers, printers, proprietors of all kinds of bureaux and agencies, research specialists and to provide professional services of every description whatsoever, and to carry on all other businesses at the discretion of the Directors.
 - (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.