

APPLE COMPUTER (UK) LIMITED

Company No 1591116

THE COMPANIES ACTS, 1948 TO 1983

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

APPLE COMPUTER (UK) LIMITED

Passed on February 1, 1985

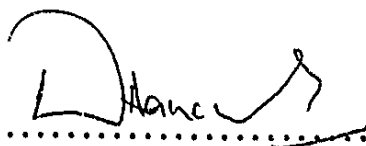
At an extraordinary general meeting of Apple Computer (UK) Limited duly convened and held at 7, Rue de Chartres, 92200 Neuilly-Sur-Seine, Paris at 10.30 a.m. the following resolutions were proposed and passed as ORDINARY and SPECIAL RESOLUTIONS respectively:-

ORDINARY RESOLUTION

1. "That the authorised share capital of the company be increased to £1,000,000 by the creation of 999,000 ordinary shares of £1 each ranking pari passu for all purposes with the existing shares ordinary of £1 each."

SPECIAL RESOLUTION

2. "That (i) in accordance with section 14 of the Companies Act, 1980 the directors of the company be and they are hereby authorised to allot a maximum of 999,000 ordinary shares of £1 each, being the unissued capital of the company at the date hereof, to such persons and on such terms and in such manner as they may think proper;
(ii) such authority shall expire at the end of five years from the passing of this resolution; and
(iii) section 17(1) of the Companies Act, 1980 shall not apply to the allotment of the said shares."

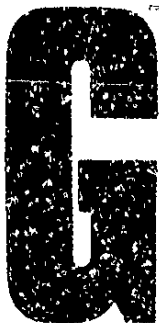

.....
Director



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948



Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

JD

1591116

Name of company

APPLE COMPUTER (UK) Limited*

*delete if inappropriate

† delete as appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~ ~~extraordinary~~ ~~special~~ † resolution of the company dated February 1, 1985, the nominal capital of the company has been increased by the addition thereto of the sum of £ 999,000 beyond the registered capital of £ 1,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
999,000	Ord	£1

Note

This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

(If any of the new shares are preference shares state whether they are redeemable or not) The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows :

Ranking pari passu for all purposes with the existing ordinary shares of £1 each.

Please tick here if continued overleaf

† delete as appropriate

Signed *[Signature]*

[Director][Secretary]† Date 1-3-85

Director's name, address and reference (if any):

Arthur Young McClelland
Moores & Co
Rolls House
7 Rolls Buildings
Foster Lane
London
EC4A 1NL

For official use General Section	Post room