

COMPANY NUMBER: 4251268

COMPANY NAME: 1-2-ACCESS LTD

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at 69 Princess Road, Felixstow, Suffolk IP11 7PL on the 12th July 2001, the following Resolutions were duly passed :-

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company as indicated by the existing Clause 5 in the Company's Memorandum of Association shall be re-classified as "A" ordinary shares of £1 each and the following wording will replace the wording of clause 5 :-

"the share capital of the Company is to be as follows :-

(a) 100,000 pounds divided into 100,000 "A" ordinary shares of £1 each."

2. That there be added to the existing authorised share capital of the company a further class of ordinary shares of one pound each which will be known as "B" ordinary shares, which will only carry the right to rank with the "A" ordinary shares when considering the dividend level of the Company. They will carry no voting rights in respect of any matters brought before any general meeting of the Company, nor the entitlement to participate in any return of the Company's capital beyond the nominal value of each "B" Share.

The Company's Memorandum and Articles of Association will be amended as follows :-

(a) That there be added to Clause 5 in the Company's Memorandum of Association as follows :-

"and (b) one hundred thousand pounds divided into one hundred thousand "B" ordinary shares of one pound each."

(b) That a clause be added to the Company's Articles of Association as follows :-

SHARE CAPITAL

"(a) The share capital of the Company is £200,000 divided into 100,000 "A" ordinary shares of £1 each and 100,000 "B" ordinary shares of £1 each ranking in respect of any dividends (except as herein provided) but not in any other respect.

(b) The "B" ordinary shares shall not, subject to paragraph (a) above, entitle the holders thereof to any further or other participation in the profits or assets of the Company.



(c) The "B" ordinary shares shall not entitle the holders thereof to receive notice of, or attend and vote at, any meeting of the Company and Clauses 38 and 54 in Table A shall be read and construed accordingly.

(c) That there be added to the Company's Articles of Association a further clause as follows :-

DIVIDEND

"(a) Subject to the provisions of the Act, the Company may by Ordinary Resolution, upon the recommendation of the Directors, declare a dividend but no dividend shall exceed the amount recommended by the Directors.

(b) Every General Meeting at which a dividend is declared shall, by Ordinary Resolution, direct that such a dividend be paid either in respect of one class of shares to the exclusion of the other classes or in respect of a combination of classes of shares.

(c) Where a dividend is declared in respect of more than one class of shares the Company may, by ordinary resolution, differentiate between the classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank pari passu in all respects as if they constituted one class of share.

(d) Clauses 102 and 103 in Table A shall not apply to the Company.

Dated this 12th July 2001


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Director