

Number of Company: 2798150

THE COMPANIES ACT 1985
SPECIAL RESOLUTIONS
THEREFORE LIMITED

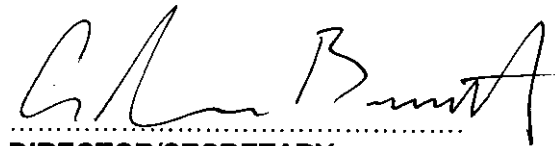
Special Resolutions signed by all the members for the time being of the above-named Company pursuant to Article 5 of the Company's Articles of Association on the 22nd day of March 2002:

RESOLUTIONS

1. **THAT** the contract proposed to be made between the Company and Psion plc for the purchase of 16,000 B Ordinary Shares of £1.00 each in the Company for £107,709 the terms of which are set out in the copy of the proposed contract circulated to the members and initialled by them for the purpose of identification be authorised
2. **THAT** forthwith upon the purchase by the Company of its 16,000 issued B Ordinary Shares of £1.00 each:-
 - A. the authorised share capital of the Company be reorganised and divided into 60,000 Ordinary Shares of £1.00 each and 1 Redeemable Preference Share of £1.00 by the redesignation of the 60,000 A Ordinary Shares of £1.00 each as 60,000 Ordinary Shares of £1.00 each, by the cancellation of the 40,000 B Ordinary Shares of £1.00 each which will not then be taken or agreed to be taken and by the creation of 1 Redeemable Preference Share of £1.00, the Ordinary Shares and the Redeemable Preference Share to have the rights and obligations set forth in the new Articles of Association adopted pursuant to paragraph (B) below;
 - B. the Regulations contained in the document circulated to the members and initialled by them for the purpose of identification be and the same are hereby



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


.....
DIRECTOR/SECRETARY

No: 2798150

The Companies Act 1985
Private Company Limited by Shares
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 22nd March 2002)
of
THEREFORE LIMITED

Interpretation

1 In these Articles, if not inconsistent with the subject or context:

‘**Act**’ means the Companies Act 1985 as amended or re-enacted from time to time

‘**Table A**’ means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

4 The authorised share capital at the date of the adoption of these Articles is £60,001 consisting of 60,000 Ordinary Shares of £1 each and 1 Redeemable Preference Share of £1, having the rights and obligations set out in these Articles.

5.1 The Preference Share shall be redeemable upon July 15th 2003 or any day thereafter upon the giving of not less than seven (7) days written notice by the Company or the holder for the sum of £1 provided the Company has made full payment of any dividends payable to the holder of the Preference Share.

5.2 The Preference Share shall entitle its holder to the following dividends ranking for payment in priority to the payment of a dividend on any other shares:-

5.2.1 Dividends Based on Turnover

5.2.1.1 if the gross revenue of the Company in the financial year April 1 2001 to March 31 2002 (calculated as agreed with the holder) exceeds £1,880,000, dividends amounting to 4% of such excess within (60) days of the end of such financial year;

5.2.1.2 if the gross revenue of the Company in the financial year April 1 2002 to March 31 2003 (calculated as agreed with the holder) exceeds £2,070,000 dividends amounting to 2% of such excess within (60) days of the end of such financial year:

5.2.1.3 *provided however* that in no event shall the amounts payable under this dividend provision exceed £107,709.

5.2.2 Dividends Based on Royalties

5.2.2.1 In addition, if collectable license revenues on intellectual property or other licensable intangible assets of the Company not created after February 26th 2002, due to the Company in the financial year April 1 2001 to March 31 2002 (calculated as agreed with the holder) exceed £100,000 the Company shall pay a dividend amounting to 40% of such excess licence revenues within (60) days of the end of such financial year;

5.2.2.2 further, if collectable license revenues on intellectual property or other licensable intangible assets of the Company not created after February 26th 2002, due to the Company in the financial year April 1 2002 to March 31 2003 (calculated as agreed with the holder) exceed £100,000 the Company shall pay a dividend amounting to 20% of such excess licence revenues within (60) days of the end of such financial year.

- 5.3 The Preference Share shall entitle its holder on a winding up or other repayment of capital in priority to any other class of shares to a return of the capital paid up thereon together with a sum equal to any arrears of the preferential dividend.
- 5.4 The Preference Share shall not entitle its holder to any further rights to participate in the profits or assets of the Company.
- 5.5 The Preference Share shall not entitle the holder to receive notice of or to attend or vote at any general meeting of the Company.
- 6 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
- 7 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 6 is the nominal amount of unissued shares at the date of adoption of these Articles or such other amount as is authorised by the Company in general meeting.
- 8 The authority conferred on the directors by articles 6 and 7 shall remain in force for a period of 5 years from the date of adoption of these Articles. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
- 9 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

- 10 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

- 11 The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Proceedings at general meetings

- 12 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 13 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
- 14 On a show of hands or on a poll votes may be given either personally or by proxy. In the case of an equality of votes the chairman shall not have a second or casting vote.

Number of directors

- 15 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

- 16 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
- 17 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

- 18 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

- 19 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
- 20 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 21 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
- 22 There is no age limit for directors of the Company
- 23 A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

- 24 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.

Remuneration of directors

- 25 Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

- 26 In the case of an equality of votes the chairman of the meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly. Regulation 88 of Table A shall be further amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

- 27 If and so long as the minimum number of directors specified under these Articles is one:
- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
 - (b) regulations 88 to 90 of Table A shall not apply to the Company.
- 28 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 29 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

- 30 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

- 31 Any notice required by these Articles to be given by the Company may be given by any

visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 32 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.