

In the High Court of New Zealand
Auckland Registry

S.P. 79/85

Name and Address

Capital
Contribution
\$

IN THE MATTER OF Part II of the Partnership Act 1908, and IN THE
MATTER OF ENTERPRISE SOFTWARE SYSTEMS LIMITED AND
COMPANY:

It is hereby certified pursuant to section 51 of the Partnership Act
1908 that:

1. The name of the special partnership is: ENTERPRISE SOFTWARE
SYSTEMS LIMITED AND COMPANY.

2. The names, addresses and capital contributions of the general
and special partners are as set forth in the Schedule hereto.

3. The business of the partnership will be to provide services for
the development and marketing of computer software.

4. The principal place at which the business of the partnership
will be conducted is the registered office for the time being of
ENTERPRISE SOFTWARE SYSTEMS LIMITED, which at the date of
registration of this certificate is the First Floor, NZI House, 3-13
Shortland Street, Auckland.

5. The partnership commenced upon registration of the certificate
the first certificate of special partnership pursuant to section 54 of
the Partnership Act 1908 and subject to the provisions in the
partnership deed relating to earlier dissolution shall terminate upon
the expiry of 7 years from the date of registration of the aforesaid
first certificate of special partnership.

SCHEDULE

General Partner:

Name and Address	Capital Contribution \$
Enterprise Software Systems Limited, a duly incorporated company having its registered office at NZI House, 3-13 Shortland Street, Auckland	Nil

Initial Special Partners:

Jewell, Ross William, 74 Beresford Street, Takapuna, Auckland, company manager	5,000
Wheeler, George Ronald, 107 Arney Road, Remuera, Auckland, company director	5,000

Additional Special Partners:

Allen, John Robert, 21 Watea Road, Auckland, company manager	5,000
Arcus, Dr David John, 212 Garnett Road, Westmere, medical practitioner	5,000
Bolland, Raymond Arthur John, 17 Empire Road, Epsom, solicitor	10,000
Bowden, Philip, 115 Melanesia Road, Kohimarama, company officer	5,000
Buddle, Peter Arthur, 15 Westbourne, Road, Remuera, solicitor	5,000
Cartledge, Michael John, 25 Tweed Road, Papakowhai, computer consultant	5,000
Channer, Jeffrey David, "Highridge", R.D. 2, Akatarawa, Upper Hutt, company manager	15,000
Chatfield, Peter Charles, 13 Stevenson Way, Howick, computer consultant	5,000
Chilcott, Laurence George, 14 Tiri Road, Milford, chartered accountant	10,000
Clark, Brent Lee, 26 Hinaiu Street, Hataitai, computer consultant	5,000
Clark, Donald Alexander, 133 Orakei Road, Remuera, chartered accountant	10,000
Clarke, Roger Brian, 32 Crocus Place, Remuera, company director	5,000
Clevely, Raymond James Barry, Wharekoa Farm, Reikorangi R.D., Waikanae, computer consultant	5,000
Cooke, James Bryden, 35 Fielding Crescent, Pakuranga, company officer	5,000
Davey, Peter John, 10 Dunedin Street, St Mary's Bay, computer consultant	5,000
Denby, Glenn Millar, 151 Wilton Road, Wellington, finance manager	5,000
Duncan, Gerald John, 30 Mount Roskill Road, Mount Roskill, chartered accountant	5,000
Ellis, John David Otely, Acmena Lane, Pakuranga, chartered accountant	5,000
Familton, Keith Ross, 3 Conrad Drive, Remuera, solicitor	10,000
F. Bowler Limited, Ninth Floor, National Mutual Centre, 41 Shortland Street, Auckland	5,000
Flaws, Jonathon Robert, 129 St Andrews Road, Epsom, solicitor	5,000
Forsyth, Grant William, 13 Glade Place, Birkenhead, company manager	5,000
Forsyth, Ross Ian, 29C Balmain Road, Birkenhead, engineer	5,000

Francis, David Lindsay, 164 Main Road, Paraparaumu, regional manager	5,000
Gray, Bruce Dwight, 2-15 Cromwall Avenue, Epsom, Auckland, solicitor	15,000
Hardley, Christopher John, 20 Martin Avenue, Remuera, company manager	5,000
Hosken, Norman Anthony, "Riverfield", Ngatiawa Road, Reikorangi, Waikanae R.D., company manager	5,000
Hoy, Roger Lewis, 12 Warrington Road, Remuera, finance manager	5,000
Hutchinson, Sharon Anne, 4B Speight Road, Kohimarama, computer consultant	5,000
Jackson, James William, 13 Orakau Avenue, Epsom, company manager	5,000
Johnston, Thomas Norman, 15 Westridge Road, Titirangi, solicitor	10,000
Kember, Gerald Francis, 7 Woodley Avenue, Remuera, solicitor	10,000
Kember, Harry James, 12B Long Drive, St Heliers, company director	5,000
Lana, Aminuddin Yosof, 9 Norman Lesser Drive, St Johns, computer consultant	5,000
Lascelles, Philip Rowley, 27 Finch Street, Western Springs, company manager	5,000
Latimour, Brian Roger, Flat 4, 5 Woodville Road, Remuera, solicitor	10,000
Lee, Alan David, 34 Beresford Street, Bayswater, company officer	5,000
Matthews, Christopher John, 123 Wirihana Road, Titirangi, computer consultant	5,000
McGregor, David, 17 Tiri Road, Milford, solicitor	10,000
McGuigan, Gary Charles, 11 Cargill Street, Papakura, computer consultant	5,000
McKenzie, Graham Andrew, 32 William Fraser Crescent, Kohimarama, solicitor	10,000
Miles, Julian, 2 Fern Avenue, Epsom, solicitor	15,000
Mitchell, Glenn, 15 Newry Road, Raumati Beach, computer consultant	10,000
Murdoch, Bruce Gordon, 66 St Andrews Road, Epsom, chartered accountant	5,000
Nicholson, William Neil, 82 Tarawera Terrace, St Heliers, computer consultant	5,000
Norman, Philip John, 39 Mayfair Crescent, Mairangi Bay, general manager	5,000
Ogilvie, Kevin Peter, 49 Huka Road, Birkenhead, computer consultant	5,000
Parkinson, Denis Allan, 341 Richardson Road, Mount Roskill, company manager	5,000
Rayneau, Francis George, 4 Hilltop Street, Remuera, legal executive	5,000
Rishworth, David Hugh, 130 Long Drive, St Heliers Bay, solicitor	10,000
Robson, Peter George, 5 Cyclades Place, Howick, computer consultant	5,000
Rowse, Owen John, 78 Totara Crescent, Lower Hutt, computer consultant	5,000
Sanderson, Bruce Kenneth George, 38A Orakei Road, Auckland, solicitor	10,000
Sherry, Brian Ross, 46 Comins Crescent, Mission Bay, computer consultant	5,000
Simcock, David Keith, 28 Sarsfield Street, Herne Bay, solicitor	15,000
Stone, Leslie Charles, 24 Orr Crescent, Lower Hutt, computer consultant	5,000
Sutherland, Ross Alan, 34 Spencer Street, Remuera, company manager	5,000
Taylor, John Heywood, 8 Elmstone Avenue, Remuera, medical practitioner	10,000
Taylor, Richard Heywood, 25 Awarua Crescent, Orakei, solicitor	5,000
Tibbits, Raymond Wayne, 11 Langstone Place, Birkenhead, company manager	5,000
Tresidder, John Wallace, 2/58 Glengarry Road, Glen Eden, computer consultant	5,000
Thomas, Martin, 25 Momona Road, Greenlane, company manager	10,000
Watling, James William, 15 Whitworth Road, Mount Eden, computer consultant	5,000
Webb, Warwick Graham, 51 Panapa Drive, St Johns, general manager	5,000
Wells, Murray Gordon, 6 Majesty Place, Bucklands Beach, chartered accountant	5,000
Whitaker Nominees Limited, Ninth Floor, ASB Building, Queen Street, Auckland	20,000
White, Denis Anthony Wilson, 30 Park Road, Remuera, chartered accountant	5,000