

Company Number: 1743099

BT Cellnet Limited

('the Company')

The Companies Act 1985

A Company Limited By Shares

SPECIAL RESOLUTION

Passed: 15 June 2001

In accordance with s380, at an EXTRAORDINARY GENERAL MEETING of the Company, held at 81 Newgate Street, London EC1A 7AJ the following **SPECIAL RESOLUTION** was approved by unanimously by all the shareholders entitled to attend and vote :-

ARTICLES OF ASSOCIATION

"It was **RESOLVED THAT** the draft Articles of Association accompanying this Notice, which, for the purpose of identification has been signed by the Chairman of the Board of Directors, are **APPROVED** and **ADOPTED** as the Company's Articles of Association in place of and in substitution for the existing Articles of Association."


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Mrs S J Prior
Chairman

15 June 2001
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Date

