

WRITTEN RESOLUTION

OF

OPTICAL EXPRESS (SOUTHERN) LIMITED (the "Company")

(Incorporated in Scotland: Registered Number 01873281)

We, David Mouldsdale (Holdings) Limited, being the sole member of the Company entitled to attend and vote at General Meetings of the Company, hereby pass the following Written Resolution, to take effect as a special resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

THAT

- (a) the authorised share capital of the company be increased from £900,000 to £901,000 by the creation of 1000 Deferred Shares of £1 each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company as amended by paragraph (d) of this resolution.
- (b) the Directors be and are hereby authorised generally and unconditionally to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the articles of association of the Company provided that:-
 - (i) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the nominal amount of the unissued share capital of the Company from time to time while this authority is in force; and
 - (ii) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on the expiry of the period of 5 years from the date of passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- (c) Pursuant to section 95(1) of the Companies Act 1985, section 89(1) of that Act shall not apply to any allotment of equity securities (within the meaning of section 94 of the Act) in the capital of the Company;
- (d) That the Articles of Association of the Company be and are hereby amended by the addition of the following new Article as Article 2.2:

"Deferred Shares of £1.00 (the "Deferred Shares")

The Rights attaching to the Deferred Shares are as follows:

Capital

On a return of assets on a liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:




First, in paying to the holders of the 2p Ordinary Shares a sum equal to the balance of such assets up to a maximum of £100,000,000; and

Second, in distributing the balance of such assets among the holders of the Deferred Shares.

Voting

The holders of the Deferred Shares shall be entitled to receive notice of and attend at general meetings but shall not be entitled to vote."


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For and on behalf of David Moulds
(Holdings) Limited

1 November 2000
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Date