

3020V

Company No. 2155746



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

LINE MANAGEMENT COMMUNICATION SERVICES LIMITED

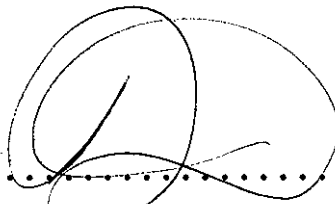
(Passed 18th December 1995)

At an extraordinary general meeting of the above named Company held at 5-7 Tanner Street, London SE1 3LE on 18th December 1995 the following resolutions were passed as ordinary resolutions.

ORDINARY RESOLUTIONS

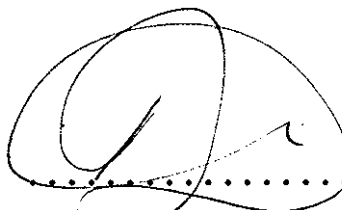
1. To increase the authorised share capital from £1,000 to £100,000 by the creation of 99,000 additional ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of the Company.
2. To convert each of the existing 100,000 ordinary shares of £1 each into 10 ordinary shares of 10p each ranking pari passu in all respects.
3. That upon the recommendation of the directors it is desirable to capitalise the sum of £2,910 being part of the amount standing to the credit of the Company's reserves and accordingly the directors be authorised and directed to appropriate the sum for distribution to holders of the ordinary shares of 10p each on the register at the close of business on 17th December 1995 in proportion to the amounts paid up on the issued ordinary shares of 10p each then held by them respectively and to apply such sum on behalf of such holders in paying up in full 29,100 of the unissued

ordinary shares of 10p each in the capital of the Company, such shares to be allotted and distributed, credited as fully paid up, to and amongst such shareholders in the proportion of 29.1 new shares for every ordinary share held on that date and that such shares will rank for all purposes pari passu with the existing issued ordinary shares of the Company provided that this authority shall expire five years from the date hereof.



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Chairman

This is hereby certified to be a true copy of the Ordinary Resolutions passed at the Extraordinary General Meeting held on 18th December 1995.



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CHAIRMAN