

18 - 06 - 98

MPC 92 Limited

2236984

Minutes of an Extraordinary General Meeting
of the Company held at
124 Theobalds Road, London on Monday, 8 June, 1998 at 2pm

Present:- Mr K K Claydon - Chairman; Representative of Cable
and Wireless plc; and Secretary

In attendance:- Miss J A Crane

.....

The Chairman confirmed that a quorum for the meeting was present. All members had signified their consent to short notice for the meeting and the notice of meeting was taken as read.

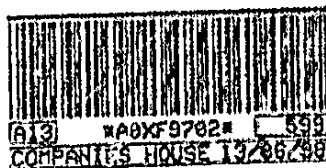
ELECTIVE RESOLUTION

IT WAS RESOLVED THAT in accordance with section 379A of the Companies Act 1985 ("the Act") the Company elects:-

- (a) pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings;
and
- (c) pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually.

There being no further business, draft minutes of the meeting were prepared and approved for signature by the Chairman upon the meetings closure.

.....
Chairman



CERTIFIED TRUE COPY
SECRETARY
DATE 12/6/98

MPC 92 Limited

Minutes of an Extraordinary General Meeting
of the Company held at
124 Theobalds Road, London on Monday, 8 June, 1998 at 2pm

Present:- Mr K K Claydon - Chairman; Representative of Cable
and Wireless plc; and Secretary

In attendance:- Miss J A Crane

.....

The Chairman confirmed that a quorum for the meeting was present. All members had signified their consent to short notice for the meeting and the notice of meeting was taken as read.

ELECTIVE RESOLUTION

IT WAS RESOLVED THAT in accordance with section 379A of the Companies Act 1985 ("the Act") the Company elects:-

- (a) pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings;
and
- (c) pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually.

There being no further business, draft minutes of the meeting were prepared and approved for signature by the Chairman upon the meetings closure.

.....
Chairman



CERTIFIED TRUE COPY

DATE

SECRETARY

22/6/98