

Telephone International Media Holdings Limited
2354279

ELECTIVE RESOLUTIONS

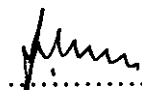
(Resolution in Writing)

It is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

That the Company hereby elects:

1. pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
2. pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
3. pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

Dated: 31 March 1999



.....
Andrew Mitchell

(duly authorised representative of Scottish Power plc, sole member of Telephone International Media Holdings Limited)

