

No. 2387692

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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RESOLUTION

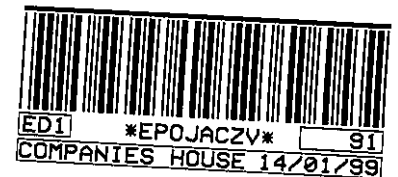
of

COMTEL LIMITED

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(Passed 25 September 1998)

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The following resolutions were resolved upon by the sole shareholder of the Company on 25 September 1998, the first of which as a special resolution, and the second of which as an elective resolution.

SPECIAL RESOLUTION

1. THAT:

- (a) pursuant to Section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by deleting Clause 3 thereof and by substituting the following new Clause 3 therefor:

- "3(A) (i) To carry on all or any of the businesses of running (whether under licence or otherwise), operating, managing and supplying telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all kinds.
- (ii) To carry on all or any of the businesses of supplying, operating, managing and dealing in services and facilities for communications of all kinds (including without prejudice to the generality of the foregoing, telecommunication and broadcasting services) and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, telecommunication or broadcasting systems or telecommunication or broadcasting apparatus and equipment.
- (iii) To carry on all or any of the businesses of running, operating, managing and supplying data processing and information retrieval systems (whether or not remotely located and including but not limited to videotex, teletex and teletext systems) and systems utilising the capture, storage, processing, transmission or receipt of messages and signals (including but not limited to

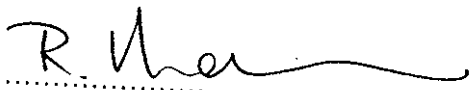
~~reference in this paragraph 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."~~

- (b) ~~the present Articles of Association of the Company be deleted in their entirety and new Articles of Association, a copy of which is attached, be adopted.~~

#### ELECTIVE RESOLUTION

2. THAT:-

- (a) pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 1998 and subsequent years;
- (b) pursuant to section 36A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings in 1998 and subsequent years;
- (c) pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

  
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Secretary