

2402775

WRITTEN RESOLUTION OF DIGITAL EXCHANGE COMMUNICATIONS LIMITED("the Company")

PASSD BY ALL THE MEMBERS OF THE COMPANY PURSUANT TO ARTICLE 53 TO  
TABLE A AND THE COMPANY'S OWN ARTICLES OF ASSOCIATION THIS 28<sup>th</sup>  
DAY OF AUGUST 1997.

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended as follows:-

Following clause 3(k) the following clause is to be inserted and identified as clause 3(1)  
 the subsequent clauses being re-numbered accordingly.

Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company (as defined by Section 736 of the Companies Act 1985 ("the Act") as amended by Section 144 of the Companies Act 1989) due, owing or incurred to bankers or any other person or any company, firm or person, and in particular (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or Subsidiary (as defined by Section 736 of the Act amended as aforesaid) of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

Peter Edwards ..... 28/8/97 .....  
 Name Peter Edwards Date

Robert Marshall ..... 28/8/97 .....  
 Name Robert Marshall Date

Roy Hulbe ..... 28/8/97 .....  
 Name Roy Hulbe Date

Stuart Brown ..... 28/8/97 .....  
 Name STUART BROWN Date

