

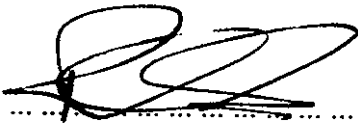
WRITTEN RESOLUTION
of
DIGITAL EXCHANGE COMMUNICATIONS LIMITED

(Co. No. 2402775)

THIS written resolution pursuant to regulation 53 of Table A Companies Act 1985 which regulation is incorporated into the Company's Articles of Association was made by each member of the Company who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present, shall be as effectual as if it had been passed as a special resolutions at a general meeting duly convened and held. It was resolved:

Special Resolution

That the contract to be made between (1) Roy Hulse and (2) the Company for the purchase by the Company of 2000 ordinary shares of £1 each of the Company presently held by Roy Hulse on the terms and at the price as set out in the copy of the contract annexed to this resolution be and hereby is approved.


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Peter Edwards

Date: 26/8/98.

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Peter Mackarel 

Date: 26/8/98

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Roy Hulse 

Date: 26/8/98

