

**The Companies Act 1985 and 1989
Company Limited by Shares**

Written Resolutions of

Natsource Tullett (Europe) Limited

(the "Company")

We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolve pursuant to Section 381A of the Companies Act 1985 that the following resolutions (the "Resolutions") be passed and agree that they shall have effect as ordinary resolutions in the case of resolutions 1 and 2 and as a special resolution in the case of Resolution 3, as if passed at a general meeting duly convened and held:-

1. Increase in Authorised Share Capital

That the current authorised share capital in the Company be increased from £1,189,717 divided into 1,189,717 ordinary shares of £1.00 each to £5,076,301 divided into 5,076,301 ordinary shares of £1.00 each by the creation of an additional 3,886,584 ordinary shares of £1.00 each.

2. Authority to Allot

That, in accordance with Section 80 of the Companies Act 1985 ("the Act") the members authorise the directors to allot, dispose of, or grant options over the authorised but unissued share capital of the Company to such persons, on such terms and in such manner as they think fit subject to the provisions of the Articles of Association during a period of 5 years commencing with the date of these Resolutions.

3. Dis-application of Pre-emption Rights

That previous authorisations given by the Company in general meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked and the directors be and are hereby empowered pursuant to Section 95(1) of the Act to allot the shares referred to in the Resolutions above pursuant to the authority conferred by Resolution 2 as if Section 89(1) did not apply to the allotment of shares provided that such power shall expire 5 years after the date of these Resolutions.

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**For and on behalf of
NTEL Holdings Limited**

Date

31st May 2002

