

18-12-97

THE COMPANIES ACTS 1985 - 1989

CELLNET SERVICES LIMITED

Company No: 2604355

WRITTEN RESOLUTION OF THE MEMBERS

Pursuant to the authority given to us by Regulation 53 of Table A and Section 381A of the Companies Act 1985, we, being all the Members of the Company who at the date of this Resolution are entitled to attend and vote at general meetings of the Company for the time being hereby in writing:-

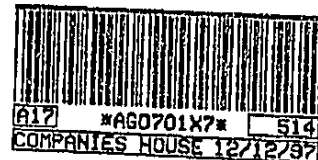
ELECTIVE RESOLUTION

RESOLVE THAT the following Elective Resolution be approved and adopted by the Company in accordance with Regulation 53 of Table A and Section 381A of the Companies Act 1985 ("the Act");

- i) That, pursuant to Section 252 of the Act (as replaced by Section 16 of the Companies Act 1989), the Company hereby elects to dispense with the laying of Reports and Accounts before the Company in General Meeting;
- ii) That, pursuant to Section 366A of the Act, the Company hereby elects to dispense with the holding of Annual General Meetings; and
- iii) That, pursuant to Section 386 of the Act (as replaced by Section 119 of the Companies Act 1989), the Company dispenses with the obligation to appoint auditors annually and that the Directors be authorised to fix from time to time the auditors' remuneration.

NOTE THAT the said Elective Resolution will apply to the Report and Accounts for the year ended 31 March 1998 and the AGM for 1998.

For and on behalf of  
Cellnet Group Limited



.....  
Duly authorised representative

10.12.97  
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Date

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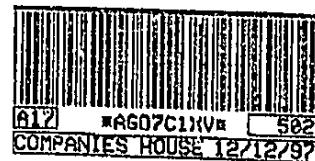
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