

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

of

XPEDITE SYSTEMS LIMITED

Passed on 17 December 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held at Exchange House, 11, Abchurch Lane, London EC4N 3DF on 17 December 1997 the following Resolutions were duly passed:-

SPECIAL RESOLUTION

1. AUTHORISATION OF FINANCIAL ASSISTANCE

That the Company is hereby authorized for the purposes of Section 135 of the Companies Act 1985 to give financial assistance in connection with the acquisition of shares of the Company by Xpedite Systems Holdings (UK) Limited ("XSUK") as follows:-

- (i) the entry by the Company into a guarantee;
- (ii) the entry by the Company into a first fixed and floating charge;

in each case in such form as NatWestbank, N.A. and the Bank of New York (together the "Banks") may require to secure repayment and performance of the monies obligations and liabilities now or hereafter owed or incurred by Xpedite Systems, Inc. and/or XSUK to the Banks.



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ORDINARY RESOLUTION

2. RATIFICATION

That the Company hereby approves and consents to and ratifies the actions of the directors of the Company in agreeing to creating, granting, approving, executing and delivering the guarantee and the fixed and floating charge in favour of the Banks copies of which were produced to the Meeting and initialed by the Chairman for the purposes of identification.

SIGNED:



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15-12-97 13:10 From:RUBIN LONDON