

09-01-98

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION

of

XPEDITE SYSTEMS LIMITED

Passed on 17 December 1997

At an Extraordinary General Meeting of the above-named Company duly convened
Exchange House, Princes Street, London EC2
and held at Exchange House on 17 December 1997 the following Resolution was
duly passed:-

SPECIAL RESOLUTION

AMENDMENT TO ARTICLES OF ASSOCIATION

That the Articles of Association of the Company be altered by deleting existing
Article 9.3 and inserting the following in its place:-

"9.3 The maximum number and minimum number respectively of the directors
may be determined from time to time by ordinary resolution in general meeting of the
Company. Subject to and in default of any such determination there shall be no
maximum number of directors and the minimum number of directors shall be one.
Whensoever the minimum number of directors shall be one, a sole director shall have
authority to exercise all the powers and discretions and by the articles expressed to be
vested in the directors generally."

Dated 17 December 1997



Signed: [Signature]

Director