

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

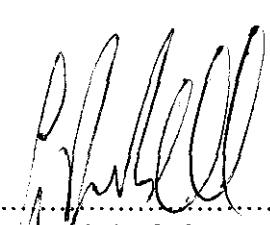
of

OPT-TEL SYSTEMS MANAGEMENT LIMITED

We, the undersigned being the Single Member of the Company and the Sole Shareholder who, at the date of these Resolutions, would be entitled to attend and vote at General Meetings of the Company, HEREBY PASS the following Resolutions as Written Resolutions and agree that the said Resolutions shall, for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:-

RESOLUTIONS

- 1 That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 2002 and subsequent years until this election is revoked.
- 2 That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- 3 That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.


.....
For and on behalf of
OPT-TEL HOLDINGS LIMITED

Dated: 11 June 2001

