

Company Number 2927099

SIDEOFFER LIMITED

WRITTEN RESOLUTIONS

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) we, the undersigned, being all the Members of the Company entitled to attend and vote at a General Meeting of the Company, hereby resolve:

SPECIAL RESOLUTIONS

1. Alteration to Articles of Association

That the amendments to the Articles of Association of the Company noted in and the additional regulations contained in the document attached hereto and for the purpose of identification signed by each of us be and the same are hereby respectively approved and adopted as additional regulations of the Articles of Association of the Company to be added after the last regulation of the existing Articles of Association of the Company.

ORDINARY RESOLUTIONS

2. Creation and issue of new Ordinary Shares of US\$0.01 each

That the authorised share capital be increased by the creation of 100 new Ordinary Shares of US\$0.01 each in the capital of the Company.

3. Allotment authority

That the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said section 80) of the Company up to an aggregate nominal amount of US\$1 provided that this authority shall expire on 31 May 1995 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in addition to all previous authorities conferred upon the Directors pursuant to the said section 80.

SPECIAL RESOLUTION

4. Reclassification and variation of rights attaching to the existing Ordinary Shares

That subject to the Directors allotting and issuing 100 new Ordinary Shares of US\$0.01 pursuant to Resolution 3 the existing Ordinary Shares of £1 each in the capital of the Company be and are hereby re-classified as Deferred Shares having the rights and obligations attributed to that

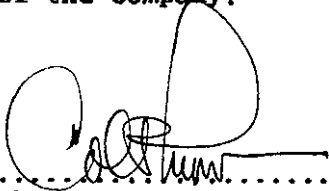


class of shares in the Articles of Association as amended pursuant to Resolution 1 above and that the rights and obligations of such Shares immediately prior to the passing of this Written Resolution be and are hereby cancelled and extinguished.

These resolutions shall, for all purposes, be as effective as if they had been passed at a general meeting of the members of the Company.

... 11 May 1995

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duly authorised, for and on
behalf of NYNEX U.K. Telephone
and Cable T.V. Holding Company
Limited


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duly authorised, for and on
behalf of NYNEX Network
Systems Company

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