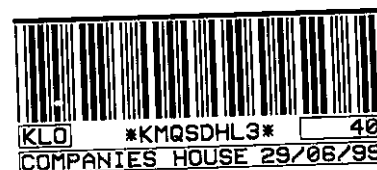


No.3014367



The Companies Act 1985

Private Company Limited by Shares

Written Resolutions of FREESERVE LIMITED

The following resolutions were passed as written resolutions of the Company on
29 JUNE 1999 in accordance with the Articles of Association of the Company.

Special Resolution

THAT the Directors be and are hereby authorised to apply for the re-registration of the Company as a public company under the name Freeserve Public Limited Company and accordingly that:-

- 1) the following new Clause 2 be inserted into the Company's Memorandum of Association:

"The Company is to be a Public Company"

and the remaining clauses be re-numbered accordingly.

- 2) the name Freeserve Public Limited Company be substituted for the name Freeserve Limited in Clause 1 of the Company's Memorandum of Association.
- 3) **THAT** the Memorandum of Association of the Company be altered by deleting Clause 4 thereof and by substituting therefor Clause 4 contained in the print of the Memorandum of Association which, for the purposes of identification, is signed by a director of the Company.
- 4) **THAT** the existing 100 ordinary shares of £1 each in the capital of the Company be subdivided into 1,000,000 ordinary shares of 0.01p each and the share capital increased to £105,000 by the creation of 1,049,000,000 new ordinary shares of 0.01p each.
- 5) **THAT** the Directors be unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to allot 899,980,000 new ordinary shares to Dixons Group Management Limited at par as if Section 89(1) of the Companies Act 1985 did not apply to such allotment.
- 6) **THAT** the regulations contained in the print of the Articles of Association, for the purposes of identification signed by a director of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

A handwritten signature in dark ink, appearing to be 'J. B. ...', is written over a horizontal line.

Director