

Company No: 3042328

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
of
S-CUBED CLINPHONE SERVICES LIMITED

Passed 9th December 1996



At an Extraordinary General Meeting of the above named Company duly convened on 1996 the following resolutions were proposed and passed.

RESOLUTIONS

As a special resolution:-

- 1 That with effect from the passing of this resolution number 1 each of the 1,000 issued ordinary shares of £1 each in the capital of the Company is sub-divided into 100 ordinary shares of 1p each.

As a Special Resolution:-

2. That with effect from the passing of this resolution number 2, the 100,000 shares of 1p each comprising the authorised share capital of the Company be redesignated:
 - (a) as to 20,000 shares (being those shares derived from those currently registered in the name of ~~Revelon Access Services Limited~~ in consequence of the passing of resolution 1) as A Ordinary Shares of 1p each;
 - (b) as to 36,480 shares, being 18,240 shares (being part of those shares derived from those currently registered in the name of Jonathan Harry Winston Engler in consequence of the passing of resolution 1) and 18,240 shares (being part of those shares derived from those currently registered in the name of Neil Eric Rotherham in consequence of the passing of resolution 1) as A Ordinary Shares of 1p each; and
 - (c) as to 43,520 shares, being the balance of those shares derived from the shares currently registered in the name of Jonathan Harry Winston Engler (in consequence of the passing of resolution 1) and the balance of those shares

derived from the shares currently registered in the name of Neil Eric Rotherham (in consequence of the passing of resolution 1) as B Ordinary Shares of 1p each in the Company;

such shares in each case to be subject to the provisions relating thereto prescribed by the Articles of Association.

As a Special Resolution:-

3. That with effect from the passing of this resolution number 3 the authorised share capital of the Company be increased from £1,000 to £21,000 by the creation of 2,000,000 new B Ordinary Shares of 1p each and to reflect the same that the Memorandum of Association of the Company be varied by the deletion of paragraph 5 thereof and the substitution therefor of the following:-

"5 The share capital of the Company is £21,000 divided into 56,480 A Ordinary Shares of 1p each and 2,043,520 B Ordinary Shares of 1p each."

As a Special Resolution:-

4. That with effect from the passing of this resolution number 4 the Articles of Association of the Company be varied by the addition of the following as Article 4, with the renumbering of the existing Article 4 as Article 5 and the renumbering of the remaining Articles consecutively (with all necessary amendments to cross references to particular Articles being made) in accordance with the requirements of Section 7(3) of the Companies Act 1985:-

"4 (a) The issued share capital of the Company at the date of adoption of this Article is £21,000 divided into 56,480 A Ordinary Shares of 1p each and 43,520 B Ordinary Shares of 1p each (together referred to as "shares" in these Articles unless the context requires otherwise).

(b) Subject to the following provisions of this Article, each class of shares shall rank *pari passu* in all respects as if they formed a single class of shares in the Company.

(c) The reserves of the Company together with all profits and losses of the Company arising or accruing from time to time (both before and after the date of adoption of this Article), shall be allocated to notional funds of each class of shares in the following fractions:-

Class A Fund: (attributable to the holders of A Ordinary Shares from time to time as a class)	$\frac{56,480}{100,000}$
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Class B Fund: (attributable to the holders of B Ordinary Shares from time to time as a class)	$\frac{43,520}{100,000}$
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(d) The holder(s) of shares of a particular class shall be entitled (to the entire exclusion of the holder(s) of shares of other classes) to all dividends and other distributions declared and/or paid out of the fund of that class and in a winding up or other return of capital to the surplus assets comprised in the fund of that class (in each case *pro rata* to the amounts paid up or credited as paid up).

(e) Accordingly, a dividend or distribution may be declared or paid in respect of the shares of one particular class alone and the amount thereof shall be

deducted from the amount standing to the credit of the fund of that class.

(f) If at any general meeting of the Company, any resolutions shall be proposed:-

(i) relating exclusively to the fund of a particular class, the holder(s) of shares of that class shall be entitled to vote on such resolution to the entire exclusion of the holder(s) of shares of the other classes and this paragraph shall apply in particular to a resolution to pay or approve payment of a dividend or other distribution out of the fund of a particular class or to issue further shares of that class by way of bonus issue or to confer on the holder(s) of shares of that class an option as mentioned in sub-articles (g) to (k) below;

(ii) relating exclusively to the funds of two classes the holder(s) of shares of those classes shall be entitled to vote on such resolution to the entire exclusion of the holder(s) of shares of the other class and the number of votes exercisable by the holder(s) of shares of each class shall be 100 times the fraction of which the numerator is that mentioned in respect of that class in sub-article (c) above and the denominator is the aggregate of those of the classes entitled to vote and such votes shall be divided between the holders of shares of such class (if more than one) pro rata according to the amounts paid up or credited as paid up on such shares;

(ii) not relating exclusively to the fund(s) of any particular class(es) then the holder(s) of shares of all classes shall be entitled to vote on such resolution and the number of votes exercisable by the holder(s) of shares of each class shall be 100 times the fraction mentioned in respect of that class in sub-article (c) above and such vote shall be divided between the holder(s) of shares of each class (if more than one) pro rata according to the amounts paid up or credited as paid up on such shares.

(g) The Directors may, with the sanction of the Company in general meeting offer the holders of any class of shares in the capital of the Company the right to elect to receive in respect of all or part of their holding of such shares, additional shares in the Company, credited as fully paid, instead of cash in respect of all or part of such dividend or dividends and upon such terms and conditions and in such manner as may be specified in such ordinary resolution and otherwise as the Directors may determine. Any such resolution may specify a particular dividend and/or all or any dividends (or any part of such dividends) declared or paid within a specified period.

(h) When any such right of election is to be offered to the holders of shares of a particular class pursuant to this Article, the Directors shall make such offer to such holders in writing (conditionally, if the necessary ordinary resolution has yet to be passed, upon such resolution being passed) and shall make available to or provide such holders with forms of election (in such form as the Directors may approve) whereby such holders may exercise such right and shall notify such holders of the procedure to be followed and of the place at which; and the latest date and time by which duly completed forms of election must be lodged in order to be effective.

(i) In relation to such offer, the nominal and/or market value of the further shares need not be equal to the cash dividend but may be more or less and the Directors may make such provisions for disregarding or rounding up or down fractional entitlements.

(j) Following an election by holders of shares in accordance with this Article, the relevant dividend (or that part of a dividend in respect of which a right of election has been offered) shall not be payable on the shares in respect of which the election was made but, in lieu thereof, the Directors shall capitalise out of profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or out of any sum standing to the credit of the Company's share premium account or capital reserves (including any capital redemption reserve), as the Directors may determine but not in any event to exceed a sum in excess of that attributable (pursuant to Article 4(c)) to the class of shares in respect of which election is made, a sum equal to the aggregate nominal value of the number of additional shares required to be allotted to the holders of shares of the relevant class who have made such election and shall apply such sum in paying up in full such number of additional shares and shall allot and distribute the same to and amongst such holders on the basis set out in this Article.

(k) The additional shares so allotted shall rank pari passu in all respects with the fully paid shares of the relevant class in the Company then in issue save that they shall not be entitled to participate in the dividend in relation to which the relevant election was made."

As an Ordinary Resolution :-

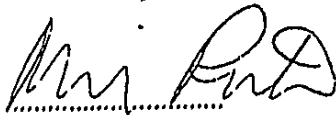
5. That, subject to the passing of the resolutions numbered 1 to 4 inclusive in the notice convening this meeting, the Directors be authorised to implement the provisions of the new Article 4 of the Articles of Association of the Company (to the extent determined by the Directors) in respect of any interim dividend or dividends declared by the Directors before the next annual general meeting of the Company.

As an Ordinary Resolution :-

6. That, pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £20,000 and this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 8 December 2001 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.

As a Special Resolution :-

7. That, subject to the passing of the resolution numbered 7 in the notice convening this meeting pursuant to the provisions of section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the general authority given to them for the purposes of section 80 of that Act by the resolution numbered 7 in the notice convening this meeting as if section 89 (1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.


Chairman
K27/SCUBED/RESOLS