

No. 3047165

THE COMPANIES ACT 1985
WRITTEN RESOLUTION

of

INTERNET NETWORK SERVICES LIMITED (the "Company")

WRITTEN RESOLUTION DATED 11 JUNE 1999
PURSUANT TO SECTION 381A COMPANIES ACT 1985

We, the undersigned, being the sole member of the Company which would have been entitled to attend and vote at general meetings of the Company hereby pass the following resolutions, as ordinary and special resolutions as indicated below, and agree that they shall be as effectual as if they had been passed at a general meeting duly convened and held.

ORDINARY RESOLUTIONS

1. THAT, the authorised share capital of the Company be and is hereby increased from £10,000,000 to £15,000,000 by the creation of an additional 5,000,000 ordinary shares of £1 each.
2. THAT, the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to the authorised nominal amount of £15,000,000 but provided that this authority shall expire on the fifth anniversary of the date of this resolution, 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 offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

3. THAT, the board of directors of the Company be and is hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) as if sub-section (1) of section 89 Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000 and shall expire on 31 November 1999 save that the Company may before such expiry make an offer or agreement which

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would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signed by DEREK STEEL)
duly authorised for and on)
behalf of INTERNET)
NETWORK SERVICES)
(HOLDINGS) LIMITED)

