

09 - 07 - 96

Company No: 3154438

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BIDEAWHILE 237 LIMITED
("the Company")

Passed on 2 July 1996

We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolutions set out below, HEREBY RESOLVE, pursuant to Section 381A of the Companies Act 1985, resolutions 1 and 2 being proposed as Ordinary and Resolutions 3 and 4 being proposed as Special Resolutions of the Company.

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of a further 49,000 Ordinary Shares of £1 each ranking pari passu in all respects with existing Shares of £1 each;
2. That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 and pursuant to Section 95 of the Companies Act 1985 to allot relevant securities within the meaning of Section 80(2) of the said Act up to an aggregate maximum amount (measured by reference to the nominal amount of the shares concerned) of £49,998 provided always that such authority (unless previously varied revoked or renewed) shall expire five years after the date upon which this Resolution is passed but shall allow the Company before such expiry to make an offer or agreement which would or might require any relevant securities that are covered by the scope of the authority to be allotted after such expiry.




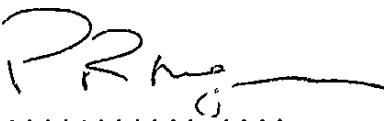
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SPECIAL RESOLUTIONS

- 3.(a) That subject to the passing of the Written Resolution numbered 1. above the Directors be and are hereby empowered to allot equity securities (as defined in Section 94(2) of the Companies Act 1985) pursuant to the general authority conferred upon them by the said Written Resolution as if the provisions of Section 89(1) of the Act do not apply to any such allotment; and
- (b) That the company may before the expiry of this power make an allotment or agreement which would or might require any equity securities that are covered by the scope of the power to be allotted after such expiry.
4. That Clause 3 of the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3(A) and the substitution of a new Clause 3(A) in the form of the draft clause attached hereto and initialled by the signatories hereto for the purposes of identification.

Dated: 2 July 1996


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For and on behalf of Birketts
Directors Limited


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For and on behalf of Birketts
Secretaries Limited

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