

# 11-07-96

Company No: 3173552

THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES

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Written Elective Resolution

of

ADDRROUTE LIMITED  
(the "Company")

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The following elective resolution is signed by or on behalf of all the members of the Company who at the date set out below would be entitled to attend and vote at general meetings of the Company.

IT WAS RESOLVED:

THAT by elective resolution pursuant to section 379A of the Companies Act 1985 (the "Act"):

- a) the Company elect to dispense with the laying of accounts and reports before the Company in general meeting in accordance with section 252 of the Act;
- b) the Company elect to dispense with the holding of annual general meetings in accordance with section 366A of the Act;
- c) the Company elect to dispense with the obligation to appoint auditors annually in accordance with section 386 of the Act.

*R. Khan*

.....  
for and on behalf of  
CABLETEL UK GROUP, INC

Dated: *4<sup>th</sup> July 1996* .....

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