

No. 3345319

FINANCIAL DYNAMICS HOLDINGS LIMITED
("the Company")

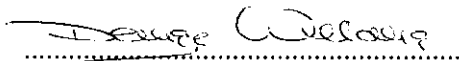
Written resolution of the Company pursuant to
section 381A of the Companies Act 1985

We, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

RESOLUTION

THAT Article 9.1.4 of the Articles of Association of the Company be amended by the insertion, after the words "The quorum necessary for the transaction of the business of the Board shall be one who must be a Lighthouse Director" of the following:

"provided that, if no Lighthouse Director has been appointed, the relevant quorum shall be any two directors."



For and on behalf of Cordiant Communications Group plc

Dated: 22nd July 2003

