

09 - 07 - 97

Company number 3373001

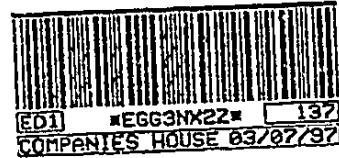
SAME DAY

C/N: 31/7/97

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES



RESOLUTIONS

of

EUROBELL (No.1) LIMITED

(passed on 2 July 1997)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at East India House, 109-117 Middlesex Street, London E1 7JF on 2 July 1997, the following resolutions were duly passed, to resolutions 1 to 3, as elective resolutions of the Company, and, as to resolution 4, as a special resolution of the Company:

3/7/97

ELECTIVE RESOLUTIONS

1. That pursuant to Section 252 of the Companies Act 1985, the Company dispense with the laying of accounts and reports before the Company in general meeting.
2. That pursuant to Section 366A of the Companies Act 1985, the Company dispense with the holding of annual general meetings of the Company.

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3. That pursuant to section 386 of the Companies Act 1985, the Company dispense with the obligation to appoint auditors annually.

## SPECIAL RESOLUTION

4. That the name of the Company be changed to Eurobell Managed Services Limited.

  
Chairman