

07-11-97

No: 3427512

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

EXTRAPOLL LIMITED



The following written resolutions were passed by the Company on 15 October 1997, of which resolutions 1 to 2 would otherwise have been required to have been passed as ordinary resolutions and resolutions 3 to 4 would otherwise have been required to have been passed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT:-

(a) each of the 2 authorised issued ordinary shares of £1 each in the capital of the Company be subdivided into 1,000 ordinary shares of 0.1p each and each of the issued ordinary shares of 0.1p each so created be immediately redesignated as an issued ordinary share of 0.1p having the rights and being subject to the restrictions and obligations set out in the existing articles of association of the Company; and

(b) each of the 998 authorised unissued ordinary shares of £1 each in the capital of the Company be subdivided into 1,000 ordinary shares of 0.1p each and each of the unissued ordinary shares of 0.1p each so created be immediately redesignated as an unissued ordinary share of 0.1p having the rights and being subject to the restrictions and obligations set out in the existing articles of association of the Company.

2. THAT the share capital of the Company be increased to £16,000 by the creation of an additional 15,000,000 ordinary shares of 0.1p each identical to and ranking pari passu with the existing ordinary shares of 0.1p each of the Company.

3. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £15,998. This authority shall expire on 14 October 2002 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. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

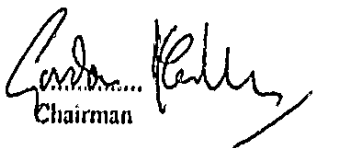
SPECIAL RESOLUTIONS

4. THAT subject to the passing of the resolution numbered 3, the directors be empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) of the Company pursuant to the authority conferred by such resolution as if section 89(1) of the said Act did not

07 - 11 - 97

apply to any such allotment. This power shall expire on 14 October 2002 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 5 THAT conditional on the receipt of written approval from Virgin Enterprises Limited of such name, the name of the company be changed to Virgin Direct (2) Limited.


Chairman

Presented by. Ashurst Morris Crisp
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Ref JES/V19000020