

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE AND SPECIAL RESOLUTIONS

OF

LOMBARD IT VENDOR FINANCE LIMITED

We, the undersigned, being the sole member for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as elective and special resolutions and agree that the said resolutions pursuant to The Companies (Tables A to F) Regulations 1985 (as amended) (Regulation 53 of Table A), shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

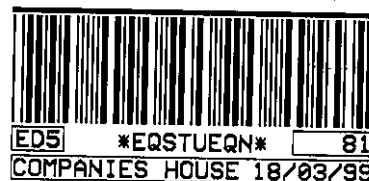
THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint the Auditor annually.

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and subsequent financial years.

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of an Annual General Meeting in 1999 and subsequent years.

SPECIAL RESOLUTION

THAT the regulations contained in the document marked "A" be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.



For and on behalf of Lombard Network Services Limited

17/3/99
Date