

Company No. 3720775

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

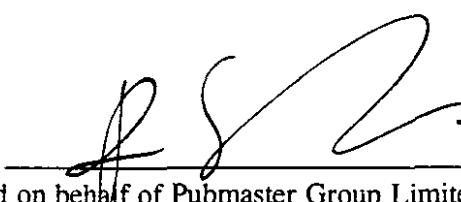
PUBMASTER HOLDINGS LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), we, being all the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which we were present, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £84,000,100 by the creation of 84,000,000 shares of £1 each.
2. THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to a lot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £84,000,100 for a period expiring 5 years after the date of the passing of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

Dated 24 June 1999

Signed 
For and on behalf of Pubmaster Group Limited



