

THE COMPANIES ACTS 1985 TO 1989

PREBON TECHNOLOGY SERVICES LIMITED (the "Company")

Written Resolution

We, the undersigned, being the sole member of the above named Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, hereby agree pursuant to Section 381A of the Companies Act 1985 to the following Resolutions (which would otherwise be required to be passed as Elective Resolutions):

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

Dated: 26 January 2000



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for and on behalf of
Prebon Group Limited

