

WRITTEN RESOLUTION

- OF -

EVER 1190 LIMITED

Dated the 30th of March 2000

We, the undersigned, being the sole member of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended by:

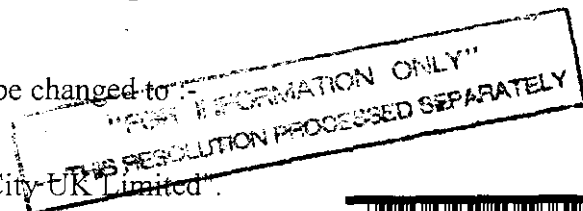
1.1 the insertion of the following sub-clause 3.1:

"to carry on the business of a holding company and the business of an investment company and/or any other similar or like company and to do all lawful acts and things whatsoever that are necessary in the ordinary way for the pursuit of such business of a holding company, investment company and or any similar or like company, the business of a management and servicing company and to act as managers including the direction and management of other companies, the businesses, property, land and estates of companies, corporations, or private persons and to carry out and undertake all such duties and matters in connection therewith as may be necessary or deemed to be expedient and to exercise its powers as a controlling shareholder of other companies or corporations;" and

1.2 the subsequent renumbering of the existing sub-clauses 3.1 to 3.28 as 3.2 to 3.29 inclusive.

2. THAT the name of the Company be changed to

"TeleCity-UK Limited".



NAME	ADDRESS	SIGNATURE
Everdirector Limited	Sun Alliance House 35 Mosley Street Newcastle-upon-Tyne NE1 1XX	<u>E. M. Stephen</u> (duly authorised representative)