

Registered No: 3870358

DAY INTERACTIVE UK LIMITED



Minutes of the First Meeting of the Board of Directors of Day Interactive UK Limited (the "Company") held
at... Day Management AG, in Basel (Switzerland)
on... 30th November 1999 at... 10 a.m./p.m.

Present: Michael Moppert

1. IT WAS RESOLVED that Michael Moppertbe appointed Chairman of the meeting.
2. IT WAS NOTED that, in accordance with the Articles of Association of the Company, (the "Articles") the meeting had been properly convened and a quorum was present. The meeting proceeded to business.
3. IT WAS NOTED that each of the Directors present at the meeting who had a personal interest, direct or indirect, in the transactions referred to at the meeting which he was required by the Articles or by statute or otherwise to disclose, had disclosed his interest and such disclosure, having been made, he was entitled by the terms of the Articles to constitute part of the quorum of the meeting and his vote could be counted.
4. The Chairman reported that the Company had been incorporated as a company limited by shares on 29 October 1999.
5. IT WAS NOTED that Michael Moppert had been appointed the first Director of the Company and that David Ayres had been appointed Company Secretary.
6. IT WAS RESOLVED to appoint Sean Bovaird as a Director of the Company with effect from 29 October 1999.
7. IT WAS NOTED that the intended situation of the Company's registered office had been registered as Brobeck Hale and Dorr, Hasilwood House, 60 Bishopsgate, London EC2N 4AJ.
8. IT WAS RESOLVED (the subscriber having waived their right to receive fourteen days' notice thereof pursuant to Regulation 12 of 'Table A') that a call be made for immediate payment of all the monies unpaid on the subscribers' shares. It was reported that a remittance for £100 in respect of such call had been received by the Company and that the subscribers' shares were therefore fully paid.
9. There was tabled a duly stamped transfer of the subscribers' shares as under. IT WAS RESOLVED that such transfer be approved and that the transferee be entered in the Register of Members of the Company as the holders of the shares transferred to them, accordingly.

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
Michael Moppert	Day Interactive Holding AG.	100 ordinary

10. IT WAS RESOLVED that a share certificate be issued today to Day Interactive Holding AG for 100 ordinary shares of £1.00 each.

11. IT WAS NOTED that the Company had by written resolution of the shareholder passed prior to this meeting, approved the adoption by the Company of the following three Elective Resolutions:

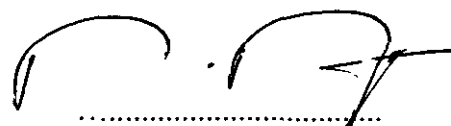
- (i) THAT in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings.
- (ii) THAT in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of Accounts and reports before the Company in general meetings.
- (iii) THAT in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.

12. IT WAS RESOLVED that the accounting reference date of the Company be changed to 31 December.

13. The Secretary of the Company was instructed to file the following with the Registrar of Companies:-

- (i) a copy of the Elective Resolutions referred to in minute 10 above; and
- (ii) a copy of Form 288a appointing Sean Bovaird as Director of the Company.

14. There being no further business, the Chairman declared the meeting closed.



 Chairman