

Company No. 03905663

TEAMTALK.COM LIMITED (the "Company")

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as Special Resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 "The articles of association shall be amended by the insertion of the following clause 3.1:
Regulations 8, 9, 10 and 11 of Table A shall not apply."
- 2 "The articles of association shall be amended by the insertion of the following clause 4.1:
Regulations 24, 25, 26 and 27 of Table A shall not apply."

Signed for and on behalf of

TEAMtalk Media Group Limited

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Amgal

Date: 02/12/04

