

Company Number: 3960644


WRITTEN RESOLUTION OF
ALLTEL MORTGAGE SOLUTIONS LIMITED ("the Company")

We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

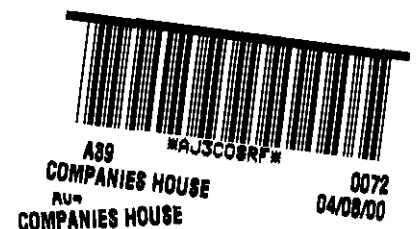
It is hereby resolved that:

The articles of association of the Company be amended by the adoption of the attached article as article 17.

Dated 17 May 2000



For and on behalf of
Abogado Nominees Limited



DIRECTORS' TELE-CONFERENCE MEETINGS

17. The contemporaneous linking together by telephone of a number of the directors not less than the quorum wherever in the world they are, shall be deemed to constitute a meeting of the directors so long as the following conditions are met:
- (a) all the directors for the time being entitled to receive notice of any meeting of the directors (including any alternate of any director) shall be entitled to notice of any meeting by telephone and to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given by telephone;
 - (b) each of the directors taking part must be able to hear each of the other directors taking part subject as hereinafter mentioned throughout the meeting;
 - (c) at the commencement of the meeting each director must acknowledge his presence to all the other directors taking part;
 - (d) unless he has previously obtained the consent of the chairman of the meeting, a director may not leave the meeting by disconnecting his telephone and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a director's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected.
 - (e) a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by a director who was party to the proceedings.