

Company Number 3960644

**WRITTEN RESOLUTIONS OF
ALLTEL Mortgage Solutions Limited**

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 HEREBY PASS the following resolutions as Written Resolutions and agree that the said resolutions shall, pursuant to Article 56 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.

Ordinary Resolution

- (a) THAT the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot to such persons at such times and on such terms as they think proper, any Ordinary Shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this Resolution shall not exceed 1,000 Ordinary Shares of £1 each and that the authority of the directors hereunder shall expire five years from the date of the passing of this resolution.

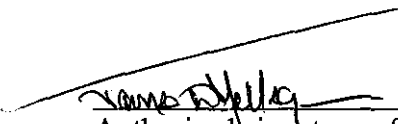
Special Resolution

- (b) THAT, subject to the passing of Resolution (a), the directors be empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) pursuant to the authority conferred by Resolution (a) as if Section 89(1) of the Act did not apply to any such allotment.

Date

7 July

2000


Authorised signatory of
ALLTEL Information Services
International Holdings, Inc.