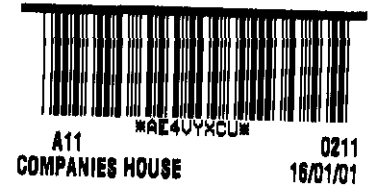


Company Number: 3977488

COMPANIES ACT 1985
WRITTEN RESOLUTIONS
OF
MEGASTAR.CO.UK LIMITED

(PASSED ON 12 JANUARY 2001)



We, the undersigned, being the sole member 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 resolutions and agree that the said resolutions shall for the purposes be valid and effective as if the resolutions had been passed at an extraordinary general meeting duly convened and held.

It is hereby resolved that the following resolutions were proposed as ELECTIVE RESOLUTIONS and they are made with effect from the date of these resolutions:

Laying of Report and Accounts

"THAT, in accordance with the provisions of section 252 of the Companies Act 1985 (as amended), the company shall dispense with the laying of accounts and reports before the company in general meeting in respect of the financial year ended 31 December 2001 and subsequent financial years."

Holding of Annual General Meeting

"THAT, in accordance with the provisions of section 366(A) of the Companies Act 1985 (as amended), the company shall dispense with the holding of the annual general meeting for 2001 and subsequent years."

Appointment of Auditors

"THAT, in accordance with the provisions of section 386 of the Companies Act (as amended), the company shall dispense with the obligation to appointment auditors annually and during that term that such dispensation is in force the Directors be and they are hereby authorised to fix the auditors remuneration."

Authority to Allot Shares

“THAT, in accordance with the provisions of section 80(A) of the Companies Act 1985 the Directors be and they are hereby unconditionally authorised for the purposes of section 80 of the said Act to allot shares up to the amount of the authorised Capital of the Company at any time or times from the date of this resolution.”

A handwritten signature in black ink, appearing to read 'D. Greenhaw', written over a dotted line.

For and on behalf of
Megastar.co.uk Holdings Limited