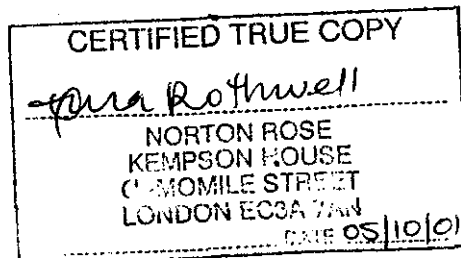


Private & Confidential

No. 4021839

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NEWGROUP IP UK LIMITED

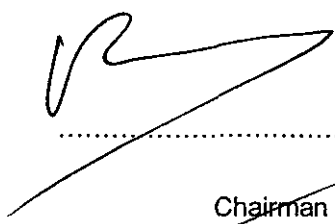
(Passed 18 August 2000)


Pursuant to section 381A Companies Act 1985 the following Resolution is hereby passed as a Special Resolution.


SPECIAL RESOLUTION

THAT:

- (a) The authorised share capital of the Company be increased from £1,000 to £1,357,529 by the creation of 1,356,529 additional ordinary shares of £1 each;
- (b) The Director or Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,356,529 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry; and
- (c) Words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in these Resolution.


Chairman


ABanna


Hammer

