

C980/064318
3.1.2001

Company No: 4041428

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

STRATOS GLOBAL LIMITED

Passed 4th January 2001



We, the undersigned, being the sole shareholder of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company in respect of the Resolutions set out below (being a corporation, by the duly authorised representatives) and pursuant to Article 53 of the Articles of Association of the Company hereby resolve that the following resolutions be passed and agree that the same shall have effect as if passed as special resolutions at a general meeting duly convened and held:-

SPECIAL RESOLUTIONS

1. **THAT** the following be inserted as a new sub-clause 3.2.7A of the Memorandum of Association of the Company after the existing sub-clause 3.2.7:-
3.2.7A "To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by

personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the discharge and performance respectively of the liabilities and obligations of an the repayment or payment of any moneys whatever by any person, firm or company, including to the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as those terms are defined by Section 736 of the Companies Act 1985) for the time being and for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law".

2. **THAT** the giving by the Company of financial assistance (as defined by section 151 of the Companies Act 1985) as referred to in a form of statutory declaration to be made by each of the Directors of the Company and dated the same date as the resolution which has been made available to the sole shareholder of the Company together with the Auditors' Report required by Section 156(4) to be annexed thereto ("Statutory Declaration") be approved.

3. **THAT:-**

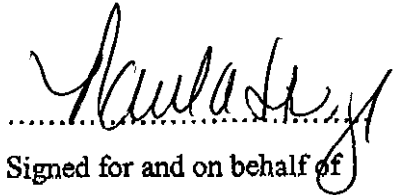
- (i) the Guarantee & Debenture;
- (ii) the Canadian Guarantee; and
- (iii) the Standard Security;

each as defined in the Statutory Declaration; and

- (iv) the Statutory Declaration

be approved.

4. THAT the Directors of the Company be authorised to make the Statutory Declaration and cause the Company to enter into and to execute the said Guarantee and Debenture, Canadian Guarantee and Standard Security.



Signed for and on behalf of
Stratos Global Holdings Limited

Dated: 4th January 2001