

Company No 4334320



THE COMPANIES ACTS 1985 TO 1989

VATE COMPANY LIMITED BY SHARES

SOLUTION OF THE SOLE MEMBER OF

BRIGHTVIEW INTERNET SERVICES LIMITED ("Company")

Passed the ^{1st} day of August 2004

The following Resolutions were duly passed by the sole member of the Company in accordance with section 382B of the Companies Act 1985:

SPECIAL RESOLUTIONS

1. THAT:-

- (a) the proposed composite guarantee and debenture to be entered into between the Company and others (1) and Barclays Bank Plc ("Bank") (2) ("Composite Guarantee and Debenture"); and
- (b) the proposed mortgage of trade marks, trade names and goodwill to be entered into between the Company and others (1) and the Bank (2) ("Trade Mark Mortgage"),

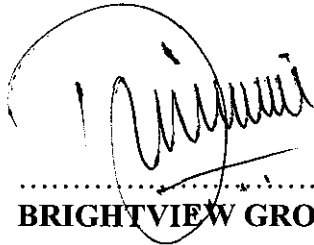
be and are hereby approved, for which the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof and the directors of the Company be and are authorised and directed to procure that the Company enter into the Composite Guarantee and Debenture and the Trade Mark Mortgage and to carry the same into effect.

2. THAT the Company be authorised to provide financial assistance (as defined in section 152 of the Companies Act 1985) by:-

- (a) the giving of security pursuant to the Composite Guarantee and Debenture by way of guaranteeing the repayment or discharge of all or any liabilities owed to the Bank by Invox Plc or, inter alia, the Company and the granting of security to the Bank by way of fixed and floating charges over the assets and undertaking of the Company; and

- (b) the granting to the Bank, pursuant to the Trade Mark Mortgage, of fixed charges over the trade marks, trade names and goodwill of the Company, as further security for the Cross Guarantee and Debenture,

as described in the attached draft Form 155(6)(a) and auditors' report.



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BRIGHTVIEW GROUP LIMITED