

Company number 04419913

**The Companies Act 1985**

**Company limited by shares**



**Written resolutions**

of

**Phones International Group Holdings Limited (the "Company")**

(passed on 3 /02/2006)

I, being the sole member of the Company who would be regarded for the purpose of s381A of the Companies Act 1985 (the "**Act**") as entitled to receive notice of and to attend and vote at a general meeting of the Company and in accordance with paragraph 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ("**Table A**") and incorporated in the Company's articles of association HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, which would otherwise be passed as special resolutions of the Company, and hereby agree in accordance with paragraph 53 of Table A that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

**Special Resolutions**

**That:**

**1. Memorandum of Association**

The provisions of the Memorandum of Association of the Company with respect to its objects be altered by adding a new clause "3(Z)" as follows and the remaining clauses be renumbered accordingly:

"The Company may, in accordance with and subject to Part V, Chapter VI of the Act and all other provisions (if any) in force for the time being as to the maintenance of share capital, give financial assistance directly or indirectly for the purpose of acquiring any shares in the Company or its holding company or subsidiary company of its holding company, if any."

**2. Articles of Association**

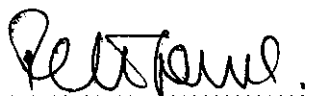
The following wording be included at article 11.2 of the Articles of Association of the Company the remaining clauses be renumbered accordingly:

Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("**a Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

Signed:



.....  
Peter David Jones

Date: 3 February 2006

**A copy of this written resolution has been supplied to the auditors of the Company.**