

Company Number: 4429259

WRITTEN ELECTIVE RESOLUTIONS
AND ORDINARY RESOLUTION
OF

SPACEFLAT LIMITED

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolutions pursuant to Section 381A of the Companies Act 1985.

It is resolved:

ELECTIVE RESOLUTIONS

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings.
2. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
4. That pursuant to Sections 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.
5. That the Company hereby elects that the provisions of Section 80A of the Companies Act 1985 apply instead of the provisions of Section 80(4) and 80(5) in relation to the giving after this election of authority to allot shares.

ORDINARY RESOLUTION

6. That the Directors are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given is for an indefinite period.

PWCSMELECTRES



Date: 30 May 2002

A handwritten signature in dark ink, appearing to be 'C. Adams', is written above a horizontal line.

(Authorised signatory of INSTANT COMPANIES LIMITED)
Sole member and director

Jordans Limited
20-22 Bedford Row
London WC1R 4JS
Ref: 3D2802

PWCSMELECTRES