

**The Companies Act 1985
Company Limited by Shares**

**Written resolutions
Of
Qualitel Business Telecoms Specialists Limited**

Company No 04694234

Pursuant to section 381A of the Companies Act 1985

Passed on 18 October 2006

Special Resolutions

We the undersigned member of the above Company being all of the members who at the date hereof would be entitled to attend and vote at general meetings of the Company signify our assent to the passing of the resolutions as set out below to the effect that such resolutions shall be deemed to be effective as if they had been passed at a general meeting of the company duly convened and held.

- That 249 £1 ordinary unissued shares in the authorised share capital of the company be redesignated as "A" ordinary 1 shares of £1 each.
- That 249 £1 ordinary unissued shares in the authorised share capital of the Company be redesignated as "B" ordinary shares of £1 each.
- That 250 £1 ordinary unissued shares in the authorised share capital of the company be redesignated as "C" ordinary shares of £1 each.
- That all of the 250 ordinary shares of £1 each in the capital of the Company be subdivided into 25,000 ordinary shares of 1p each.
- That all of the 250 ordinary "A" shares of £1 each in the capital of the company be subdivided into 25,000 ordinary "A" shares of 1p each.
- That all of the 250 ordinary "B" shares of £1 each in the capital of the company be subdivided into 25,000 ordinary "B" shares of 1p each.
- That all of the 250 ordinary "C" shares of £1 each in the capital of the company be subdivided into 25,000 ordinary "C" shares of 1p each.



- That with effect from the time of the passing of this resolution the Directors be unconditionally unauthorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum nominal amount of £997 at any time or times during the period for five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
- That the board is hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the said Act) up to an aggregate nominal amount of £997 provided that this authority shall expire at the end of the period of five years from the date hereof save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- That clause 4 of the Articles of Association shall be replaced with the following clause:-

"The authorised share capital of the Company as at the date of adoption of these Articles is £1,000 divided into 25,000 ordinary shares of 1p each, 25,000 ordinary "A" shares of 1p each, 25,000 ordinary "B" shares of 1p each and 25,000 ordinary "C" shares of 1p each ranking pari passu as one class for participation in the profits and assets of the Company and in all other respects save as expressly provided in these Articles.

- That clause 15 of the Articles of Association shall be inserted to read as follows:-

"The Directors may from time to time, subject to the provisions of the Act, pay any interim dividend or recommend the payment of any final dividend, whether in cash or in specie in respect of one or more class of Share only or all classes of Share and on such terms and in such form as the directors shall in their absolute discretion see fit."

- That clause 5 of the Memorandum of the Company be replaced with the following clause:-

"The authorised share capital of the Company is £1,000 divided into 25,000 ordinary shares of 1p each, 25,000 ordinary "A" shares of 1p each, 25,000 ordinary "B" shares of 1p each and 25,000 ordinary "C" shares of 1p each"

M R Ridgway

A handwritten signature in dark ink, appearing to read 'M Ridgway', written over a horizontal line.

S Dono

A handwritten signature in dark ink, appearing to read 'S Dono', written over a horizontal line.

