

Company Number: 4927157

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CASTLEGATE 284 LIMITED

Passed 1 July 2004

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative) hereby resolve, pursuant to regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) which forms part of the articles of association of the Company, that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:

SPECIAL RESOLUTION

THAT the articles of association of the Company be and hereby are amended as follows:

- (i) by the insertion of the words "as amended on the date of the amendment of this paragraph (iv)" after the words "dated with the same date as the date of adoption of this Article" in paragraph (iv) of Article 3(a);
- (ii) by the deletion of the existing article 3(b) and its replacement with the following new article 3(b):
 - "(b) Subject to the Relevant Shares being allotted and issued by the Company to the Subscriber on the terms set out in the Subscription Agreement, the Company shall, without the need for any resolution of the members of the Company:
 - (i) capitalise all and any realised profits arising on the Note, whether accrued or received; and
 - (ii) appropriate the sum to be capitalised to the share premium account of the Company and apply such sum in or towards paying up, proportionately in relation to each Relevant Share, the amount, if any,



for the time being unpaid in respect of premium on each Relevant Share.";

- (iii) by the insertion of the following article as the new article 3(c) (and the re-numbering accordingly of the subsequent articles):

"(c) Without prejudice to the generality of Article 3(b), the directors of the Company shall, without the need for any resolution of the members of the Company, pass a resolution to approve and/or ratify:

- (i) the capitalisation of all and any realised profits arising on the Note, whether accrued or received; and
- (ii) the appropriation of the sum resolved to be capitalised to be share premium account of the Company and the application of such sum in or towards paying up, proportionally in relation to each Relevant Share, the amount, if any, for the time being unpaid in respect of premium on each Relevant Share within:

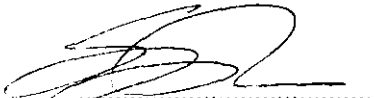
(a) thirty days of 28 February 2004; and

(b) fifteen days of each of the following dates:

within fifteen days of each of the following dates:

- (i) 31 July 2004;
- (ii) 31 August 2004;
- (iii) 30 September 2004;
- (iv) 31 October 2004;
- (v) 30 November 2004;
- (vi) 31 December 2004;
- (vii) 31 January 2005; and
- (viii) 28 February 2005."; and

- (iv) by the insertion of the words "paragraphs (b) and (c) above in substitution for the words "paragraph (b) above" in the re-numbered Article 3(d)".

 1 July 2004
for and on behalf of
Clinphone Group Limited