

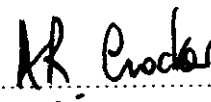
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION[S]
of
FONEBAK LIMITED
("Company")

DATED: 11 JANUARY 2005

By written resolutions signed in accordance with section 381A of the Companies Act 1985 by or on behalf of all the members of the Company who, at the date of the resolutions, were entitled to attend and vote at a general meeting of the Company **it was resolved:**

WRITTEN RESOLUTIONS

1. Pursuant to section 43 of the Companies Act 1985 the Company be re-registered as a public company by the name of Fonebak plc;
2. the memorandum of association be amended by:
 - 2.1 deleting clauses 1 and 5;
 - 2.2 renumbering clauses 2 to 4 as clauses 3 to 5; and
 - 2.3 inserting new clauses 1 and 2 as follows:
 - "1. The Company's name is Fonebak plc.
 2. The Company is to be a public company."
3. the articles of association be amended by:
 - 3.1 deleting the words "Fonebak Limited" on page 1 and replacing them with "Fonebak plc";
 - 3.2 adding the words "and amended on 11 January 2005" after the words "passed on 15 September 2004" on page 1 of such articles of association.



Director/Secretary

