

No 5306504

THE COMPANIES ACT 2006
GX NETWORKS LIMITED
(the "Company")
SPECIAL WRITTEN RESOLUTION

THURSDAY



A46 *AW4AVYYB* 7
17/04/2008
COMPANIES HOUSE

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (of which would otherwise be required to be passed as special resolutions) by way of written resolution

THAT:

- 1 The Company adopts the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985, subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company
- 2 Regulation 24 and 26 in Table A shall not apply to the Company
- 3 The following be inserted into the Company's Articles of Association

"Notwithstanding anything contained in the Articles of the Company

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

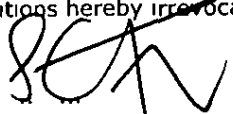
- (c) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (d) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (e) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the above resolutions

The undersigned, a person entitled to vote on the above resolutions on the circulation date of such resolutions hereby irrevocably agrees to the Special Resolution


for and on behalf of
Freedom4 Communications plc

31 MARCH 2008

NOTES:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company or by delivery to Ashurst LLP acting on behalf of the Company.

If you do not agree to all of the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions you may not revoke your agreement.
3. Unless sufficient agreement for the resolutions to pass has been received within 28 days from the circulation date of the resolutions, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.

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Articles of Association of GX Networks Limited

Incorporated on 7 December 2004

No 5306504

ARTICLES OF ASSOCIATION OF GX NETWORKS LIMITED

THE COMPANIES ACT 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

ADOPTED BY SPECIAL RESOLUTION ON 31 MARCH 2008

PRELIMINARY

1 In these articles

"Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,

"Article" means the appropriate section of these articles,

"Regulation" means the appropriate regulation from Table A,

"Statutes" means the Act, the Electronic Communications Act 2000 and every other statute or subordinate legislation at the time being in force concerning companies and affecting the Company, and

"Table A" means Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Statutes as at the date of adoption of these articles

2 The Company is a private company and the Regulations contained in Table A subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company

3 Regulations 24 and 26 shall not apply to the Company

4 Notwithstanding anything contained in the Articles of the Company

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (c) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (d) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (e) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts