THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ATLANTIC TELECOM GROUP PLC

Special Resolution

At the Annual General Meeting of the Members of the above company duly convened and held at London on the Twenty eighth day of August, Nineteen Hundred and Ninety-seven the following Resolution was passed as a Special Resolution:-

"That the Articles of Association of the Company be amended in the following manner:-

- (a) the words "has been approved by the Inland Revenue or is conditional upon such approval or" shall be deleted from Article 127.3.5; and
- (b) the word "ordinary" shall be deleted from Article 127.7 and the word "special" substituted therefor."

Secretaries

J,

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COMPANIES HOUSE 01/09/97