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Number of Company: SC201025

Maclay Murray & Spens, London

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL AND ORDINARY RESOLUTIONS
of
HOMELINK TECHNOLOGIES LIMITED

FAN



COMPANIES HOUSE 11/04/02

COMPANIES HOUSE 26/03/02

Passed 20 March 2002

At an Extraordinary General Meeting of the above named Company, duly convened and held at 151 St Vincent Street, Glasgow G2 5NJ on the twentieth day of March 2002 the subjoined Resolutions were duly passed, Numbers 1 to 5 as Ordinary Resolutions and Numbers 6 to 7 as Special Resolutions:-

1. THAT 35,505 shares of 10 pence each in the authorised but unissued share capital of the Company be cancelled and the authorised share capital of the Company be diminished by the amount so cancelled to 1,000,000 shares of £1 each and 1,964,495 shares of 10 pence each.
2. THAT all of the issued share capital comprising shares of £1 each and 10 pence each be re-designated as B shares of £1 each and of 10 pence each respectively having the rights and obligations attaching to them as set out in the Articles of Association of the Company to be adopted contemporaneously.
3. THAT the authorised share capital of the Company be increased from £1,196,449.50 to £3,122,354.50 by the creation of 1,175,905 shares of £1 each, and 750,000 preference shares of £1 each.
4. THAT the authorised but unissued share capital of the Company be designated as comprising 1,180,014 A shares of £1 each and 207,020 B shares of £1 each, 458,911 B shares of 10 pence each and 750,000 Preference Shares of £1 each all classes having the

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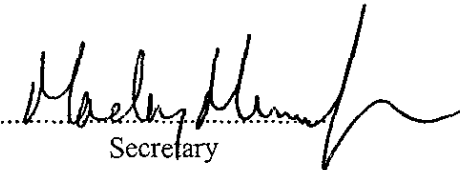
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rights and obligations attaching to them as set out in the Articles of Association of the Company to be adopted contemporaneously.

5. THAT the Directors of the Company be and are hereby authorised for the purposes of section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that section) as stated below subject always to the following conditions and to the Articles of Association of the Company:-
- 5.1 1,180,014 A Shares of £1 each to British Telecommunications plc ("BT");
- 5.2 750,000 Preference Shares of £1 each to BT;
- 5.3 458,911 B Shares of 10 pence each to current B Shareholders for the purposes referred to in clause 6 of the Subscription Agreement between D Gordon and another, the Company and BT and
- 5.4 207,020 B Shares of £1 each for purposes approved in writing by BT
- 5.5 the authority to allot the relevant securities referred to in resolutions 5.1 - 5.3 shall expire unless sooner revoked or altered by the Company in general meeting, on the date being the first anniversary of this resolution and the authority to allot relevant securities referred to in resolution 5.4 shall expire on the date being the fifth anniversary of this resolution.
6. THAT Article 5.2 of the Articles of Association shall not apply to the following allotments of shares in the share capital of the Company:-

	<u>Allottee</u>	<u>Shares Allotted</u>
1.	British Telecommunications Plc	983,338 A Shares of £1 each
2.	British Telecommunications Plc	750,000 Preference Shares of £1 each
3.	British Telecommunications Plc	196,676 A Shares of £1 each

7. THAT new Articles of Association be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.


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Secretary
(Messrs Maclay, Murray & Spens)