

Company No: 451593

THE COMPANIES ACTS 1985 - 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
TELEGRAPH GROUP LIMITED ("the Company")

We the undersigned being the members of the Company who, at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a special resolution and confirm that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Special Resolution

THAT the Articles of Association of the Company be amended with immediate effect by:

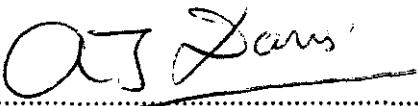
1. in Article 11 deleting the words '(even when having notice thereof)' and replacing such with the words '(unless the Company shall have received written notice thereof)'; and
2. the deletion of the present Article 15 and its replacement by :-
 15. The Company shall not have any lien on any share in the capital of the Company whether for any monies payable to the Company or otherwise.


.....
Signed by:

A J DAVIES

For and on behalf of Second DT Holdings Limited

Date : 13 December 2001


.....
Signed by:

A J DAVIES

For and on behalf of DT Holdings Limited

Date : 13 December 2001

