

Company No. 1624297

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

MICROSOFT LIMITED

Passed on 29 February 2000

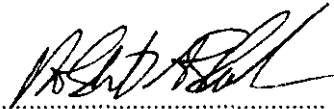
We the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

SPECIAL RESOLUTION

1. "That the articles of association of the Company be altered by inserting the following new article as article 16A:

16A. "A meeting of the Directors may be validly held notwithstanding that all of the Directors are not present at the same place and at the same time provided that:

- (a) a quorum of the Directors at the time of the meeting are in direct communication with each other whether by way of telephone or audio-visual link; and
- (b) a quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in the manner described herein."



For and on behalf of Microsoft Corporation

Robert A. Eshelman
Assistant Corporate Secretary

Presented for filing by: -

**RICHARDS BUTLER
BEAUFORT HOUSE
15 ST. BOTOLPH STREET
LONDON EC3A 7EE
SOLICITORS**

Ref: smg/98-23377

