

Company No: 2713608

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

of

TOWER ACCESS LIMITED

passed on 10 July 1996

At an Extraordinary General Meeting of the Members of the above-named Company held at Saint Bartholomews Lewins Mead Bristol BS1 2NH on 10 July 1996 the following resolutions were passed:-

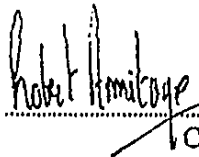
SPECIAL RESOLUTION

- (1) "THAT the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof"

ORDINARY RESOLUTIONS

- (2) "THAT the authorised share capital of the Company be increased from £1,000 to £200,000 by the creation of 99,000 additional Ordinary Shares of £1 each and 100,000 "B" Ordinary Shares of £1.00 each having attached to them the rights set out in the Articles of Association of the Company to be adopted pursuant to Resolution (1)
- (3) THAT, subject to the provision of section 80 of the Companies Act 1985, the Directors be unconditionally authorised at any time or times during the period of five years from the date of the Extraordinary General Meeting duly convened by this notice:
- (a) to allot shares in the capital of the Company up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment; and
- (b) to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require shares to be allotted after the expiry of such authority.

AND THAT, subject to the said Section 80, the authority hereby given may be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution.


Chairman

(28895)

