

Company No: 3279013

WRITTEN RESOLUTIONS

of

PLUSNET TECHNOLOGIES LIMITED

(Passed on 31st July 2000)

We, the undersigned, being or being authorised by and on behalf of all the members of the Company entitled to attend and vote at General Meetings thereof, **HEREBY PASS** the following resolutions numbered 1 and 2 as Ordinary Resolutions and resolution number 3 as a Special Resolution pursuant to Section 381a Companies Act and confirm that such Resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the company duly covered and held.

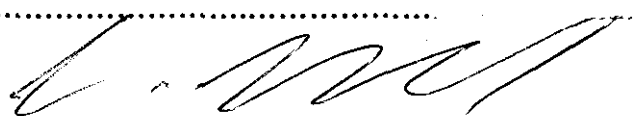
Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £500,000 to £50,000,000 by the creation of 49,500,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each.
2. That in accordance with section 80 of the Companies Act 1985 ("the Act") and subject as hereinafter provided, the directors be and are hereby authorised during the period of 5 years from the date of the passing of this resolution, generally to exercise the power of the Company to allot relevant securities (as such term is defined by sub-section 80(2) of the Act), and to make offers and agreements which would or might require relevant securities (whether before or after expiry of such authority) to be allotted, but so that the authority hereby given shall be limited to allotment of relevant securities to an aggregate maximum amount equal to the authorised share capital of the Company as at the date of the passing of this resolution.

Special Resolution

3. That the Directors shall be and are hereby empowered for a period expiring 5 years from the date hereof to allot any shares (including preference shares) of the Company pursuant to the authority conferred by Resolution numbered 2 above, as if Sections 89(1) and 90(1) to (6) of the Act did not apply to such allotment.

 for and on behalf of Insight Direct (GB) Ltd.


X Lee Andrew Strafford

