

Company No: 3279013



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

PURSUANT TO SECTION 381A COMPANIES ACT 1985

PLUSNET TECHNOLOGIES LIMITED

By a written resolution of the above named Company duly passed on 7th July 2004 the following resolutions of the Company were duly passed as follows:

ORDINARY RESOLUTIONS

1. THAT the issued and unissued share capital of the Company comprising in aggregate 75,000,000 ordinary shares of 0.0002p each be consolidated into 75,000 ordinary shares of 0.2p each.
2. THAT the authorised share capital of the Company is increased from £150 to £50,000 by the creation of new Ordinary Shares of 0.0002p each.
3. THAT, pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act") the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by section 80 provided that:
 - (a) the maximum amount of such securities which may be allotted under this authority (within the meaning of section 80) is £49,900; and
 - (b) this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on 31 December 2004.
4. The Directors are authorised to apply the sum of £49,900 standing to the credit of the Company's profit and loss account in paying up in full 24,950,000 new ordinary shares of 0.2p each such shares to be allotted pro rata to those members of the Company on the register of members on the date hereof.

SPECIAL RESOLUTIONS

5. THAT pursuant to the provisions of section 43 of the Companies Act 1985, the Company be re-registered as a public company and change its name to "PlusNet plc".
6. THAT the memorandum of association of the Company be amended as follows:
 - (a) by deleting the existing clause 1 and substituting the following as clauses 1 and 2:

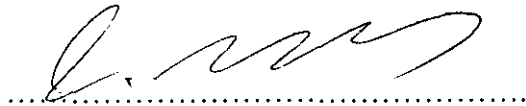


“1. The Company’s name is “PlusNet plc”.

2. The Company is to be a public company.”

(b) by re-numbering the existing clauses 2, 3, ,4 and 5 as clauses 3, 4, 5, and 6 respectively;

7. THAT the Company's existing articles of association be replaced in their entirety by the articles of association in the form attached hereto.


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Director