

Company No: 5284523

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ASC TELECOM U.K. LIMITED

WRITTEN RESOLUTIONS signed by all the members entitled to attend and vote at a general meeting of the Company pursuant to section 381A of the Companies Act 1985:

RESOLVED as follows

THAT:

1. The regulations contained in the document produced to the Meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association.
2. The directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot and issue up to 1,000 Ordinary Shares during the period expiring on the fifth anniversary of the passing of this resolution (that date inclusive) unless and to the extent that such authority is revoked, renewed or extended prior to that date and save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired. The directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if section 89(1) of the Companies Act 1985 did not apply thereto.

DATED 11th January 2005
G. McKay

Gordon McKay



