

THE COMPANIES ACT 1985 TO 1989

COMPANY NUMBER: 5318875

ELECTIVE RESOLUTIONS OF

HIP HELP ONLINE LIMITED

By written resolution of the member pursuant to Section 381A of the Companies Act 1985 (as inserted by Section 113 of the Companies Act 1989) the following Elective Resolutions were passed on 5 January 2005

It was resolved:

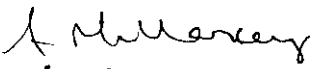
THAT, in accordance with Section 366A of the Companies Act 1985, as inserted by Section 115 of the Companies Act 1989, the Company be no longer required to hold an annual general meeting.

THAT, in accordance with Section 252(1) of the Companies Act 1985, as inserted by Section 16 of the Companies Act 1989, the Company be no longer required to lay accounts and reports before the Company in general meeting.

THAT, in accordance with Section 369(4) and Section 378(3) of the Companies Act 1985, as inserted by Section 115(3) of the Companies Act 1989, the percentage of shares required to be held by persons agreeing to an extraordinary general meeting being held, or to a resolution being passed as a special resolution, on short notice, be reduced from 95 per cent to 90 per cent.

THAT, in accordance with Section 386 of the Companies Act 1985, as inserted by Section 119 of the Companies Act 1989, the Company be no longer required to appoint auditors annually.

THAT, in accordance with Section 379A of the Companies Act 1985 ('the Act'), in relation to the giving or renewal of authority under section 80 of the Act, the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and 80(5) of the Act, after the passing of this resolution.

Signed  for and on behalf of Director/Secretary
York Place Company Nominees Limited

Presentor:
York Place Company Services Limited
12 York Place
Leeds LS1 2DS

