

Company Number:239124

CP CABLES LIMITED

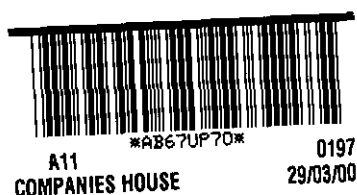
The Companies Act 1985 (as amended)

Written Resolution of Members

Passed on 21 March 2000

Notice is hereby given that pursuant to s.381A of the Companies Act 1985 ("the Act") that by a written resolution of all the members of the Company entitled to attend and vote at a General Meeting of the Company the following resolutions were duly passed as Elective Resolutions, vis:-

- "1. THAT the provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. THAT the Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252.
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
 - (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.
3. THAT the Company hereby elects pursuant to Sections 369(4) and 378(3) of the Act that the provisions of those sections shall apply to the Company as if for the references to 95% in those provisions there were substituted references to 90%."



T Lee
Secretary.