

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

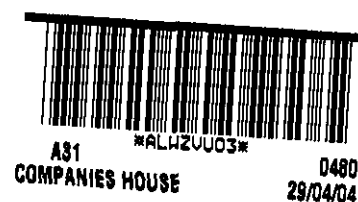
WRITTEN RESOLUTIONS

of

Munro & Forster Communications Limited

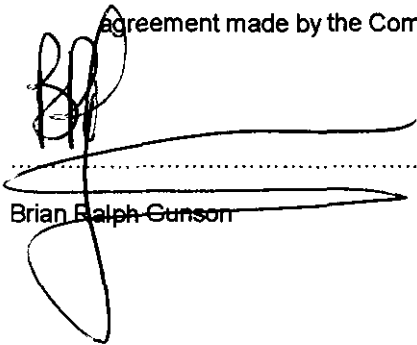
(the 'Company')

(Passed on [21st April] 2004)



I, the undersigned, being the holder of the entire issued share capital of the Company hereby resolve in accordance with the Articles of Association of the Company:

1. 'That the Company authorises the Directors to capitalise the sum of £24 standing to the credit of the accumulated revenue reserves of the Company and that the Directors be and are hereby authorised and directed to appropriate such sum for distribution as capital to the member of the Company and to apply the same on behalf of such member in paying up in full 24 Ordinary shares of £1 each in the capital of the Company and to allot such shares, credited as fully paid, to such member in satisfaction of his share and interest in such capitalised sum.
2. 'That with effect from the date of this resolution the directors be unconditionally authorised pursuant to s 80 Companies Act 1985 (the 'Act') to exercise any power of the Company to allot relevant securities (as defined by the Act) up to a maximum nominal amount of £200 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.'


Brian Ralph Gunson