

Company Number: 1541957

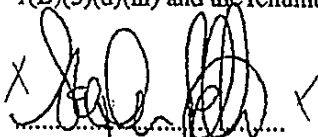
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF
MERCURY COMMUNICATIONS LIMITED
(the "Company")
pursuant to Article 43 of the Articles of Association
adopted on 25th April, 1997

SPECIAL RESOLUTION

The following resolution is hereby adopted as a special resolution of the Company:

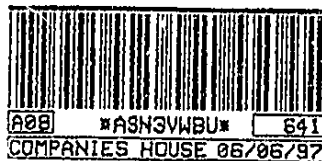
That the articles of association of the Company be altered by the deletion of articles 1(B)(2)(d)(iii) and 1(B)(3)(d)(iii) and the renumbering of the paragraphs in articles 1(B)(2)(d) and 1(B)(3)(d) accordingly.

X  Y
.....
Cable and Wireless plc

.....
Bell Canada International Holdings Limited

.....
Barclays de Zoete Wedd Limited

C3:95449.1



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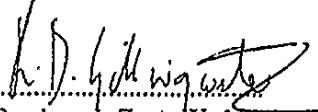
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COMPANIES HOUSE 06/06/97