

Company No. 2329254



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF ALL PERSONS
ENTITLED TO ATTEND AND VOTE AT A
GENERAL MEETING OF CABLE ROAD (UK) LIMITED ("the Company")

DATED 4.12 1994

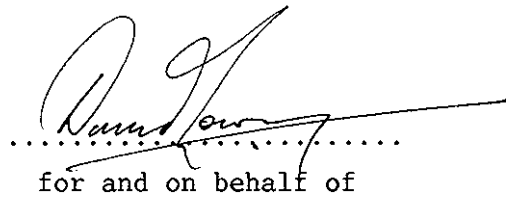
ORDINARY RESOLUTION

1. THAT: the authorised share capital of the Company be increased to £200,000,100 by the creation of an additional 50,000,000 Participating Preference shares of £1 each

2. THAT: (A) the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall be in substitution for any existing authority and subject to Section 80 of the Act be for a period expiring five years from the date hereof unless renewed varied or revoked by the Company in General Meeting

and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date hereof.

- (B) The Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.



.....

for and on behalf of

CABLE ROAD INVESTMENTS LIMITED