

THE COMPANIES ACT 1985 ("the Act")

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

FS CONNEXIONS UK LIMITED

(Company Number: 02599270)

Passed on 24/7 2002

I, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at an extraordinary general meeting of the Company, agree in accordance with section 381A of the Act to the following resolution in writing, which would otherwise be passed as an elective resolution:

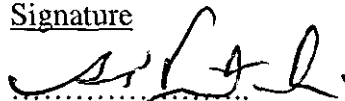
THAT in accordance with section 366A of the Act, the Company shall forthwith dispense with the holding of annual general meetings.

Sole Member's Name

Signature

Date of Signature

Exchange FS Group plc



24/7/02

Director, Duly  
Authorised on behalf  
of Exchange FS Group plc

