

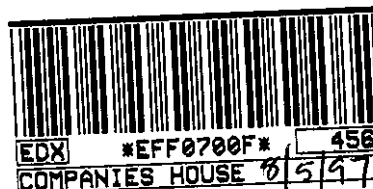
The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
(Pursuant to s. 381A of the Companies Act 1985)
OF
CELLPHONES DIRECT (HOLDINGS) LIMITED
Number of Company: 3065866
Dated 18th April 1997

The following Resolution is hereby agreed to by all members entitled to attend and vote at General Meetings of the Company and signed by or on behalf of the last such member on the 18th day of April 1997.

RESOLUTION

IT WAS RESOLVED that with effect from completion of the acquisition by Martin Dawes Telecommunications Limited of all the issued "A" and "B" ordinary shares of the Company:

- (i) the issued and unissued "A" ordinary shares of £1.00 each and "B" ordinary shares of £1.00 each in the capital of the Company be reclassified as ordinary shares of £1.00 each having the rights set out in the Articles to be adopted pursuant to paragraph (ii) below; and
- (ii) the regulations contained in the printed document attached to this resolution and signed for the purposes of identification by the Chairman of the Company be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.



Signature 

Duly authorised officer for
Martin Dawes Telecommunications
Limited, acting under a Power of
Attorney for Bridge Trading Limited
dated April 1997

Signature 

Duly authorised officer ~~for~~
~~Martin Dawes Telecommunications~~
~~Limited, acting under a Power of~~
~~Attorney~~ for Hawthorn Leslie Group
Limited dated April 1997

Company No. 3065866

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CELLPHONES DIRECT (HOLDINGS) LIMITED

(Adopted by Written Resolution passed 18/4/97)

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to this Company save insofar as they are varied or excluded by or are inconsistent with these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.
2. By virtue of Section 91 of the Companies Act 1985 ("the Act") the provisions of sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to the Company.
3. The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 8 shall be modified accordingly.
4. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.
5. The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with. Regulation 31 shall be modified accordingly.
6. If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If a quorum is not present at any such

adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

7. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
8. The directors shall not be subject to retirement by rotation and accordingly:-
 - (1) Regulation 73 to 77 inclusive, the last two sentences of Regulation 79, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company; and
 - (2) Regulation 78 shall apply but with the deletion of the words "subject as aforesaid" and of the words "and may also determine the rotation in which any additional directors are to retire".
9. An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.
10. A director who declares his interest therein in manner provided by the Act and these Articles may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration. Regulations 94 to 96 inclusive shall not apply to the Company.
11. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
12. A member or members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.