

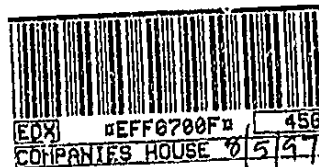
**The Companies Act 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**(Pursuant to s. 381A of the Companies Act 1985)**  
**OF**  
**CELLPHONES DIRECT (HOLDINGS) LIMITED**  
**Number of Company: 3065866**  
**Dated 18th April 1997**


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