

No. 3172120

**The Companies Act 1985**

**Company limited by shares**

**Written Resolutions**

of

**TransMedia Gateway Ltd**

(passed on 14 August 2001)



We, being all the members of the company entitled to attend and vote at an extraordinary general meeting of the Company, agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing:

**Resolutions**

- A. **that** the authorised share capital of the Company be and it is increased from £1,000 to £1,377,144 by the creation of an additional 1,376,144 ordinary shares of £1 each ranking equally in all respects as one class of shares with the existing shares of £1 each in the capital of the Company;
- B. **that** the directors be and they are generally and unconditionally authorised for the purposes of Section 80, Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company at any time or times during the period from the date of the passing of this resolution up to and including 31 December 2005 on which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority;
- C. **that** 1,376,144 ordinary shares of £1 each be offered fully paid to the shareholders of the Company;
- D. **that** such offer be made on the basis of each shareholder receiving his proportionate entitlement to such 1,376,144 shares on renounceable letters of allotment in the form produced to and approved by the meeting.


LEE BRYANT BY HIS ATTORNEY JON TASCH

Signed.....

Lee Bryant

Signed.....

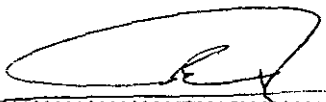
Livio Hughes

Signed.....

On-Line Services Limited

by its manager Investment Management Group

by its duly authorised signatory

Signed.....

Investment Management Group

by its duly authorised signatory