

ELECTIVE RESOLUTION

COMPANY NO. 03590211

The Companies Acts 1985 to 1989

Private Company Limited By Shares

Written Elective Resolution of: Telephones Direct Limited

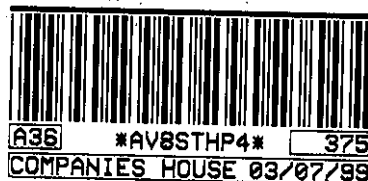
Dated: 29th June 1999

We, the undersigned, being all the Members of the Company who, at the date of these resolutions would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolutions as Elective Resolutions and agree that the said resolutions shall, for the purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held.


1. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in the current year and in subsequent years until this election is revoked.
2. THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
4. THAT the Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving after the said election of authority to allot shares.
5. THAT pursuant to Sections 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.

Written Ordinary Resolution

THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the



authorised but unissued shares capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

Signed 

N M Bedward