

Company Number : 3742876

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

COGENT COMMUNICATIONS LIMITED

Pursuant to Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985
as adopted by the Company's Articles of Association.

Passed the 16th day of June 1999

We, the undersigned members of the Company, being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** that the following resolutions be passed as ordinary resolutions and agree that the resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

Written Resolution

To:

- (a) sub-divide the issued and authorised share capital of the Company as follows: the 100 ordinary shares of £1 each are subdivided into 10,000 ordinary shares of 1p each;
- (b) increase the authorised share capital of the Company to £12,500 by the creation of an additional 1,240,000 ordinary shares of 1p each;
- (c) give the Directors unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985) of the Company on and subject to such terms as the Directors may determine. The authority conferred shall be for a period expiring on 14th June 2004 unless renewed, varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date hereof as enlarged pursuant to Resolution (b) above.;
- (d) entitle the Directors under the authority conferred by paragraph (c) above or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be



allotted after the expiry of such authority;

- (e) empower the Directors to allot equity securities (within the meaning of Section 94(2) of the Companies Act 1985) of the Company pursuant to the authority conferred by paragraphs (c) and (d) above as if Section 89(1) of the Companies Act 1985 did not apply to such allotment;


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LINWOS LIMITED


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TANSHO LIMITED