

**WRITTEN RESOLUTION OF
CITY3K.COM LIMITED
Passed the 19th May 2000**

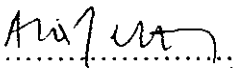
I, **ALEXANDER LETTS** being the sole member of **CITY3K.COM LIMITED** entitled to receive notice of attend and vote at general meetings of the company **HEREBY RESOLVE** that the following resolutions be passed and agree that the same shall have effect as if passed (as an ordinary resolution in the case of Resolutions 1 and 2 and as special resolutions in the case of Resolutions 3 and 4) at an extraordinary general meeting of the Company duly convened and held.

Ordinary Resolution

1. That the authorised share capital of the Company be increased from £1,000 to £115,000 by the creation of 114,000 ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the Company.
2. That the Directors be and are generally unconditionally authorised in accordance with s.80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in s.80(2) of the Act) up to an aggregate nominal amount of £115,000 provided that the authority given hereby shall expire 12months after the passing of this Resolution.

Special Resolutions

3. That the authorised share capital of the Company being £115,000 made up of 115,000 shares of £1 each be sub-divided into 11,500,000 shares of 1 penny each all such shares shall rank parri passu with each other.
4. That the Directors be and they are hereby empowered pursuant to s.95 of the Companies Act 1985 ("the Act") to allot securities (as defined in s.94(2) of the Act) for cash pursuant to the authority conferred by the Resolution 2 above as if s.89(1) to the Act did not apply to such allotment.


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A. LETTS

19th May 2000

