

Company Number: 4048889

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF

UC E-SERVICES LTD

Dated this 4th day of DECEMBER 2000

We, the undersigned, being the sole member 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 and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

THAT the authorised share capital be and is hereby increased from £10,000 to £500,000,000 by the creation of 4,999,900,000 additional ordinary shares of £0.0001 each ranking in all respects pari passu to the existing 100,000,000 ordinary shares of £0.0001 each.

THAT the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with 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 share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

THAT in accordance with s 95 of the Companies Act 1985, s 89(1) of that Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of s 80 of that Act in resolution 2 above and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect.



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for and on behalf of
uc.com ltd

