

Company Number: 4107950

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

**ELECTIVE AND ORDINARY RESOLUTIONS OF
RADIOPLUS LIMITED**

We the undersigned being all the sole member for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings in accordance with the Articles of Association HEREBY PASS the following Resolutions as ELECTIVE RESOLUTIONS pursuant to section 381A and 379A of the Companies Act 1985 (as amended - "the Act") and an ORDINARY RESOLUTION respectively as set out below and agree that the said Resolutions shall in accordance with the Act as amended for all 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:

ELECTIVE RESOLUTIONS

THAT pursuant to Section 366A of the Act the Company hereby elects to dispense with the holding of Annual General Meetings in 2001 and subsequent years until this election is revoked;

THAT pursuant to Section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting in 2001 and subsequent years until this election is revoked;

THAT pursuant to Section 386 of the Act the Company hereby elects to dispense with the obligation to appoint Auditors annually in 2001 and subsequent years until this election is revoked.

ORDINARY RESOLUTION

THAT pursuant to section 390A of the Act the authority of the director(s) in office to fix from time to time (as required) the remuneration of Auditors be and is hereby **APPROVED**.

Dated: 20/3/2001

Signed: (Sole Member)



Duly authorised representative of
ETHERACTION UK LIMITED

