

RESOLUTION OF THE SOLE STOCKHOLDER OF ICO MEMBER SERVICES, INC.

**BY
WRITTEN CONSENT**

EFFECTIVE: July 18, 2005

The undersigned stockholder of ICO Member Services, Inc. a Delaware corporation (the "Corporation"), hereby adopts the following resolutions by written consent pursuant to Section 228 of the Delaware General Company Law (the "Delaware Act"), and hereby waives any notice whatsoever required to be given in connection therewith, pursuant to Section 229 of the Delaware Act.


WHEREAS, the Board of Directors deems it to be in the best interest of the Corporation and its stockholder, and unanimously approved and recommended, that the Corporation amend its Certificate of Incorporation as set forth in the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A (the "Restated Certificate"); now, therefore it is

RESOLVED, that the Restated Certificate as approved by the Board of Directors is hereby adopted pursuant to Sections 151 and 242 of the Delaware Act; and be it further

RESOLVED, that each of the officers of the Corporation hereby is authorized to do or cause to be done all such acts or things, to pay all such fees and expenses, to make all such payments, and to sign and deliver, or cause to be signed and delivered, all such documents, instruments, and certificates, in the name and on behalf of the Corporation or otherwise, as such officer may deem necessary or appropriate to carry out the purposes and intent of the foregoing resolutions.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this consent to be effective as of July 18, 2005.

STOCKHOLDER:
ICO Global Communications (Holdings) Limited

By: Craig Jorgens
Its: President