

**RESOLUTION OF THE SOLE DIRECTOR OF ICO MEMBER SERVICES, INC.  
BY  
WRITTEN CONSENT**

**EFFECTIVE: July 5, 2005**

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The undersigned, being the sole director of ICO MEMBER SERVICES, INC., a corporation organized under the laws of Delaware (the "Company"), and acting in his capacity as a Director and as the sole member of the Board of Directors, hereby adopts the following resolutions by written consent.

WHEREAS, the Board of Directors has discussed the advisability of the Company increasing the number of directors of the Company and altering the composition of the Board of Directors; now, therefore it is

RESOLVED, that the resignation of Dennis Schmitt from the Company's Board of Directors is hereby accepted, such resignation to be effective on July 5, 2005; now, therefore it is

RESOLVED FURTHER, that, pursuant to Article II, Section 2.1 of the Bylaws, the Board of Directors in the name and on behalf of the Company hereby set the number of directors of the Company at five (5); therefore it is

RESOLVED FURTHER, that Donna Alderman is hereby appointed as a director of the Company, to serve as a director until her successor has been elected at the next annual meeting of the shareholders and qualified; therefore it is

RESOLVED FURTHER, that Craig McCaw is hereby appointed as a director of the Company, to serve as a director until his successor has been elected at the next annual meeting of the shareholders and qualified; therefore it is

RESOLVED FURTHER, that David Wasserman is hereby appointed as a director of the Company, to serve as a director until his successor has been elected at the next annual meeting of the shareholders and qualified; therefore it is

RESOLVED FURTHER, that Gerry Salemm is hereby appointed as a director of the Company, to serve as a director until his successor has been elected at the next annual meeting of the shareholders and qualified; therefore it is

RESOLVED FURTHER, that Tim Bryan is hereby appointed as a director of the Company, to serve as a director until his successor has been elected at the next annual meeting of the shareholders and qualified.

WHEREAS, the Board of Directors has discussed the advisability of the Company appointing additional officers; now, therefore it is

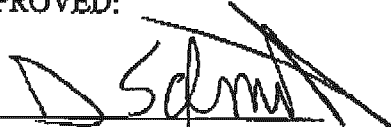
RESOLVED, that the following are appointed to the offices of the Company set forth opposite their names to serve in accordance with the Bylaws, such appointments to be effective July 5, 2005:

President	Craig Jorgens
Senior Vice President, Corporate Development	David Bagley
Chief Financial Officer	Dennis Schmitt
Senior Regulatory Counsel	Suzanne Hutchings Malloy
Senior Vice President, Space Systems	Bob Day
Vice President, Corporate Development	Navin Kapila
Director, Technical Regulatory	Lalji Ghedia

RESOLVED FURTHER, that the officers of the Company are, and each of them is, hereby authorized and directed to take all other necessary and appropriate action to carry out the purposes of the above resolutions.

Execution of this written consent constitutes a waiver of any notice required by law or the Certificate of Incorporation or Bylaws of the Company.

APPROVED:

By:   
Dennis Schmitt