

**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
THE SOLE STOCKHOLDER AND THE DIRECTORS OF
ICM REGISTRY, INC.**

The undersigned, sole stockholder and members of the Board of Directors of **ICM Registry, Inc.**, a Delaware corporation (the "Company") hereby take the following actions and adopt the following resolutions in lieu of holding a special meeting, waiving all requirements of notice, pursuant to the provisions of the Delaware General Corporation Law and the Bylaws of the Company:

WHEREAS, on July 16, 2000, the Board of the Internet Corporation for Assigned Names and Numbers (hereinafter referred to as "ICANN"), issued a request for proposals (hereinafter referred to as the "RFP") from entities seeking to sponsor or operate one or more new Top Level Domains ("TLD");

WHEREAS, in response to the RFP, the Company desires, and the undersigned have determined that it is in the Company's best interest to submit a proposal to ICANN to (i) become a for-profit accredited Unsponsored Chartered Top Level Domain Registry Operator for the '.XXX' extension (the ".XXX Proposal") and (ii) become a non-profit accredited Unsponsored Chartered Top Level Domain Registry Operator for the '.KIDS' extension (the ".KIDS Proposal")(together, the .XXX and .KIDS Proposals are sometimes referred to as the "Proposals");

WHEREAS, in connection with submitting the Proposals, the Company desires to enter into a Teaming Agreement with VeriSign Global Registry Services ("VGR"), substantially in the form attached as Exhibit A hereto;

WHEREAS, in connection with submitting the Proposals, the Company desires to enter into a Teaming Agreement with **[Dot TV]**, substantially in the form attached as Exhibit B hereto (the VGR Teaming Agreement and the [Dot TV] Teaming Agreement are sometimes collectively referred to as the "Teaming Agreements");

WHEREAS, prior to or concurrently with the submittal of the Proposals, the Company desires to sell to certain investors an aggregate of _____ shares of its Common Stock, no par value per share (the "Common Stock"), on the terms and subject to the conditions set forth in a Securities Purchase Agreement, substantially in the form attached hereto as Exhibit C (the "Securities Purchase Agreement");

WHEREAS, the Company desires to enter into a Stockholders Agreement between the Company and all of its stockholders, substantially in the form attached hereto as Exhibit D, setting forth certain rights, obligations and restrictions of the stockholders and the Company (the "Stockholders Agreement") ;

WHEREAS, the undersigned have determined that it is in the Company's best interests to submit the Proposals, and to enter into the Teaming Agreements, the Securities Purchase Agreement and Stockholders Agreement;

NOW THEREFORE, BE IT:

Submittal of the Proposals

RESOLVED, that the Company be, and hereby is, approved and authorized to submit the Proposals to ICANN in substantially the form previously submitted and reviewed by undersigned;

FURTHER RESOLVED, that each officer of the Company (an "Authorized Person") is hereby authorized and directed to execute, deliver and perform, on behalf of the Company, the Proposals substantially in the form adopted and approved by the undersigned with such changes, amendments, modifications or corrections as an Authorized Person may deem necessary or desirable, the execution and delivery thereof to be conclusive evidence of the Company's approval thereof .

Teaming Agreements

RESOLVED, that the Company be, and it hereby is, authorized, directed and empowered to execute, deliver and perform its obligations under the Teaming Agreements substantially the form attached as Exhibits A and B hereto, with such changes, modifications and amendments thereto as any Authorized Person may deem necessary or desirable, such Authorized Person's execution and delivery of the Teaming Agreements to be conclusive evidence of the Company's approval thereof;

FURTHER RESOLVED, that each Authorized Person is further authorized and directed to negotiate, execute and deliver any and all instruments, agreements and filings and to take such other actions as deemed necessary or appropriate by him to consummate the Teaming Agreements, to comply with any legal requirements in connection therewith or otherwise to carry out the intent of these resolutions, such Authorized Person's execution and delivery of any such instrument, agreement, or filing , or taking of any such action, to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Company is hereby authorized to issue such number of shares of Common Stock as it may be required to issue pursuant to the provisions of the Teaming Agreements, and that such shares, if issued in exchange for the consideration set forth in the Teaming Agreements and otherwise in accordance with the terms and conditions of the Teaming Agreements, shall, upon issuance, be deemed duly authorized, validly issued, fully paid and nonassessible.

Securities Purchase Agreement

RESOLVED, that the Company be, and it hereby is, authorized, directed and empowered to execute, deliver and perform its obligations under the Securities Purchase Agreement substantially the form attached as Exhibit C hereto, with such changes, modifications and amendments thereto as any Authorized Person may seem necessary or desirable, such Authorized Person's execution and deliver of the Securities Purchase Agreement to be conclusive evidence of the Company's approval thereof;

FURTHER RESOLVED, that each Authorized Person is further authorized and directed to negotiate, execute and deliver any and all instruments, agreements and filings (including, without limitation, any filings required to made with the Securities and Exchange Commission or any state securities commission) and to take such other actions as deemed necessary or appropriate by him to consummate the Securities Purchase Agreement, to comply with any legal requirements in connection therewith or otherwise to carry out the intent of these resolutions, such Authorized Person's execution and delivery of any such instrument, agreement, or filing, or taking of any such action, to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Company is hereby authorized and directed to issue and sell up to _____ shares of the Company's Common Stock (the "Shares") on the terms set forth in the Securities Purchase Agreement, and that such shares, if issued in exchange for the consideration set forth in the Securities Purchase Agreement and otherwise in accordance with the terms and conditions of the Securities Purchase Agreement, shall, upon issuance, be deemed duly authorized, validly issued, fully paid and nonassessible.

Stockholders Agreement

RESOLVED, that the Company be, and it hereby is, authorized, directed and empowered to execute, deliver and perform its obligations under the Stockholders Agreement substantially the form attached as Exhibit D hereto, with such changes, modifications and amendments thereto as any Authorized Person may seem necessary or desirable, such Authorized Person's execution and delivery of the Stockholders Agreement to be conclusive evidence of the Company's approval thereof;

FURTHER RESOLVED, that each Authorized Person is further authorized and directed to negotiate, execute and deliver any and all instruments, agreements and filings and to take such other actions as deemed necessary or appropriate by him to consummate the Stockholders Agreement, to comply with any legal requirements in connection therewith or otherwise to carry out the intent of these resolutions, such Authorized Person's execution and delivery of any such

instrument, agreement, or filing, or taking of any such action, to be conclusive evidence of such approval.

Omnibus

RESOLVED, that each Authorized Person is hereby authorized and directed to take all actions necessary or appropriate to consummate the transactions contemplated by the foregoing resolutions including the execution, delivery and performance of all other documents, agreements, certificates and instruments as he deems necessary or desirable, such Authorized Person's execution and delivery of thereof to be conclusive evidence of the Company's approval thereof;

FURTHER RESOLVED, that the undersigned hereby adopt, as if expressly set forth in this written consent, the form of any resolution required by any authority to be filed in connection with any applications, consents to service, issuer's covenants, qualifications to conduct business in a foreign jurisdiction, or other documents in connection with the transactions referred to above if (i) in the opinion of the Authorized Person executing the same, the adoption of such resolutions is necessary or desirable and (ii) the Secretary of the Company evidences such adoption by attaching copies of such resolutions to this written consent, which resolutions will be deemed to be adopted by the undersigned with the same force and effect as if originally presented in this written consent;

FURTHER RESOLVED, that all corporate actions and all actions taken by an Authorized Person on behalf of the Company, which may include contracts, proceedings, acts and appointments, taken to effectuate the foregoing resolutions, whether taken before or after the effective date of these resolutions, are hereby approved, ratified and confirmed.

This written consent may be executed in one or more counterparts, each of which shall constitute an original but all of which taken together shall constitute one and the same instrument. A facsimile signature shall have the same effect as an original signature.

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IN WITNESS WHEREOF, the undersigned has executed this written consent as of the ____ day of _____, 2000.

SOLE SHAREHOLDER:

ICM REGISTRY, INC.

By: _____
Jason Hendeles
President

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