

E & E LIMITED



Company Number 139876

We, the undersigned, being the members of the above named company (the "Company") entitled to attend and vote at general meetings thereof HEREBY PASS the following resolutions as ordinary resolutions or special resolutions (as the case may be) of the Company pursuant to section 381A Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

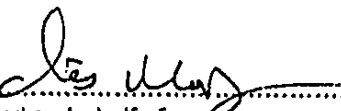
- 1 THAT the authorised share capital of the Company be increased from £800,000 to £25,000,000 by the creation of 24,200,000 Ordinary Shares of £1.00 each to rank pari passu with the existing Ordinary Shares of £1.00 each in the capital of the Company.
- 2 THAT
 - 2.1 the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985 (the "Act")) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing of this Resolution and as increased by the preceding resolution.
 - 2.2 the Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.

SPECIAL RESOLUTION

- 3 THAT subject to Resolution No 2 above being passed the Directors shall be and are hereby empowered for a period expiring five years from the date hereof to allot any equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution No 2 above as if section 89(1) of the Act and the pre-emption rights contained in Article 9.1 of the Articles of Association of the Company did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would, if not renewed, expire or on the re-registering of the Company as a public company but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority itself is renewed by Special Resolution of the Company in General Meeting.


.....
Signed for and on behalf of
Ellis & Everard (UK Holdings) Limited

Dated: 24 October 2002


.....
Signed for and on behalf of
Cravenhurst Properties Limited

Dated: 24 October 2002

Notice to members

A copy of this Resolution has been sent to the Company's auditors KPMG pursuant to section 381B Companies Act 1985


.....
On behalf of E & E Limited

Dated: 24 October 2002