

11-03-96

SPECIAL RESOLUTIONS OF CLANFINE PROPERTIES LIMITED

Passed the 1st day of December 1995.

At an Extraordinary General Meeting of the Company duly convened and held at 86 Princess Street, Manchester, M1 6NP on the 1st Day of December 1995, the following were duly passed as Special Resolutions of the Company:-

RESOLUTIONS

a) PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 subject to the modifications hereinafter expressed, shall constitute the articles of association of the Company.

b) NOTICE OF GENERAL MEETINGS

The words "and auditor" shall be omitted from regulation 38 of Table A.

c) INDEMNITY

The words "or auditors" shall be omitted from regulation 118 of Table A.

.....*W. Neumann*
W NEUMANN
CHAIRMAN

