

Company Number: 734610

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

pursuant to Section 381 of the Companies Act 1985
as amended by Section 113 of the Companies Act 1989

of

SCRUTTON ESTATES LIMITED


(Passed 7th March 02)

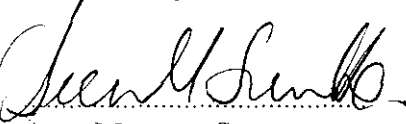
We being all the Members of the Company who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company agree as follows:

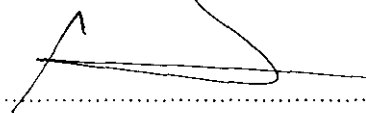
ORDINARY RESOLUTIONS

1. That the "A" Ordinary Shares of £1 each, "B" Ordinary Shares of £1 each and "C" Ordinary Shares of £1 each in the capital of the Company be and are hereby consolidated and redesignated as "A" Ordinary Shares of £1 each.
2. That the "D" Ordinary Shares of £1 each in the capital of the Company be redesignated as "B" Ordinary Shares of £1.

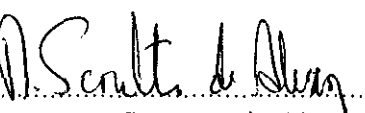
Signed by or on behalf of all the Members of the Company:


Charles Barry Scrutton

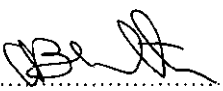

Anne Margaret Scrutton


Miguel Angel Alvarez Dovalo


Roger Francis Pratt

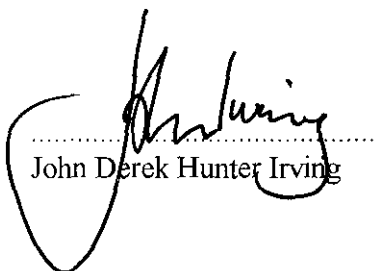

Maureen Scrutton de Alvarez


Maureen Scrutton de Alvarez


Charles Barry Scrutton

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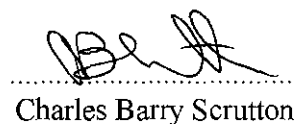




John Derek Hunter Irving



Anne Margaret Scrutton



Charles Barry Scrutton

NB: A copy of this written resolution was sent to the Company's auditors on 18 January 2002