

**THE COMPANIES ACTS 1948, 1985 AND 1989**  
**UNLIMITED COMPANY WITH A SHARE CAPITAL**

**SPECIAL RESOLUTIONS**

**OF**

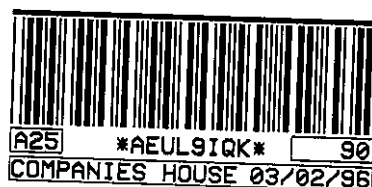
**HARRODS ESTATES**

(passed on 26th January 1996)

At an Extraordinary General Meeting of the Company held at 87-135 Brompton Road, Knightsbridge, London SW1X 7XL on 26th January 1996, the following resolutions were duly passed as Special Resolutions of the Company:-

**SPECIAL RESOLUTIONS**

- (1) **THAT**, pursuant to Section 51 of the Companies Act 1985, the Company be re-registered as a company limited by shares, the share capital being £25,000 divided into 25,000 shares of £1 each.
- (2) **THAT** the Company's Memorandum be amended as follows:-
  - (a) the description of the Company be changed to "Private Company Limited by Shares";
  - (b) there be a new sub-clause (26) in Clause 3, which states "To carry on business as a general commercial company", and all subsequent sub-clauses be re-numbered;
  - (c) there be a new Clause 4 which states "The liability of the members is limited"; and
  - (d) there be a new Clause 5 which states "The share capital of the Company is £25,000, divided into twenty five thousand shares of £1 each".



- (3) **THAT** new Articles of Association of the Company be adopted in the form annexed hereto in substitution for the existing Articles of Association of the Company.

.....*C. de Boer*.....

Chairman

WE HEREBY CERTIFY  
THIS TO BE A TRUE AND  
ACCURATE COPY OF  
THE ORIGINAL

.....*Herbert Smith*.....

HERBERT SMITH

Exchange House

Primrose Street

London EC2A 2HS

Date *29/1/* 19 *96*