

Registered No: 2075905

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BIRMINGHAM BUSINESS PARK LIMITED

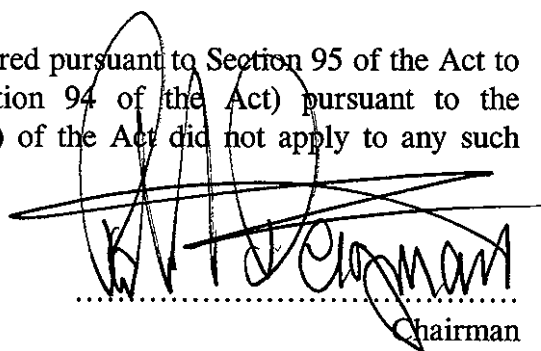
(passed 14th November 1996)

At an Extraordinary General Meeting of Birmingham Business Park Limited duly convened and held at Arlington House, Arlington Business Park, Theale, Reading RG7 4SA on 1996 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:-

- (1) the authorised share capital of the Company be increased from £1,105,000 to £3,891,000 by the creation of 2,786,000 ordinary shares of £1 each;
- (2) the Directors be and they are hereby authorised (in substitution for all such authorities previously conferred upon them save to the extent that the same may already have been exercised) generally and unconditionally pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise during the period of five years commencing on the date of the passing of this resolution all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £2,786,686; and
- (3) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the aforementioned authority as if Section 89(1) of the Act did not apply to any such allotment.


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Chairman

