

Company Number 2205712

The Companies Acts 1985 to 1989

PRIVATE LIMITED COMPANY

SPECIAL RESOLUTION

of

TWIGDEN HOMES LIMITED

passed 30 September 2003

By written resolution dated 30 September 2003 of all the members of the Company entitled to attend and vote at general meetings of the Company, the following resolution was duly passed, such resolutions to have effect as a

SPECIAL RESOLUTION:-

"**THAT**, the Articles of Association of the Company be amended in the following respects;

1. the heading of Article 7 be amended to DIRECTORS
2. the following be added to Article 7 as Article 7(g):

"7(g) Whenever a company (hereinafter called 'the Parent Company') shall be the holder of not less than 90 per cent in nominal value of such of the issued share capital for the time being of the Company as carried the right of attending and voting at General Meetings of the Company the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:

- (a) the Parent Company may at any time and from time to time appoint any person to be a Director of the Company or remove any Director from office;
- (b) none of the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued shall be exercised without the consent of the Parent Company; and
- (c) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any one of its Directors or some other Officer of the Parent company duly authorised for the purpose."



..... Secretary/Director

