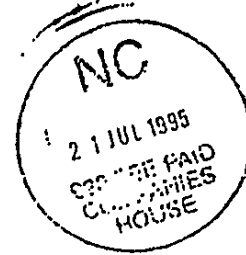


27/7

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

of

HALCROW GILBERT ASSOCIATES LIMITED
Registered Number 2312495

PASSED 20 JULY 1995

At an Extraordinary General Meeting of the above-named Company duly convened and held at Vineyard House 44 Brook Green London W6 7BY on the twentieth day of July 1995 the under-mentioned Special Resolutions were duly passed:

1. THAT the name of the Company be changed to HGA Ltd
2. THAT the designation of 150,000 shares as "A" shares and 150,000 shares as "B" shares be removed
3. THAT the Articles of Association contained in the document produced to the meeting (for the purpose of identification marked "A" and signed by the Chairman of the meeting) be approved and adopted with effect from the termination of this meeting in substitution for and to the exclusion of the existing Articles of Association of the Company.


SECRETARY

bgj/20.7.95.

