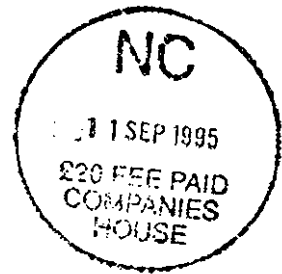


COMPANY NUMBER: 2521664



THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

LLOYDS INVESTMENT SECURITIES NO.2 LIMITED

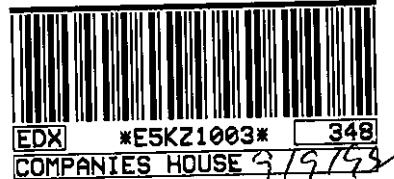
PASSED THE 6TH SEPTEMBER, 1995

The sole member of the company resolved as special resolutions:

1. That the name of the company be changed to Lloyds Property Investment Company No.2 Limited.
2. That the provisions of the memorandum of association of the company be amended by the deletion of the existing clause 3 and the insertion of the new clause 3 in the document marked 'A' (copy bound herein) and for the purpose of identification signed by the Company Secretary.

For Lloyds Leasing Limited

Company Secretary



Subs/l-inv-s2