

Company No. 2611804

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ELECTIVE AND SPECIAL RESOLUTIONS

of

TRINITY PARK (BIRMINGHAM) MANAGEMENT LIMITED (the "Company")

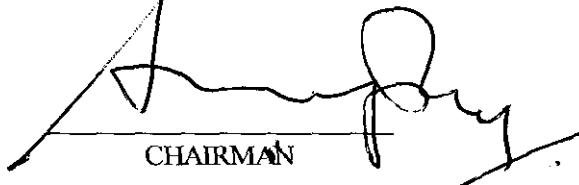
At an extraordinary general meeting of the Company held at the Board Room, Third Floor, Diamond House, Birmingham International Airport, Birmingham on 26 October 2001 the following resolutions were passed as, in the case of resolution 1, as an elective resolution and in the case of resolution 2, as a special resolution:

**ELECTIVE RESOLUTION**

1. THAT the provisions of section 80A. of the Companies Act 1985 ("the Act") shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of authority to the directors for the allotment of shares, and accordingly the directors are hereby authorised generally and unconditionally to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to a maximum aggregate nominal amount of the authorised but as yet unissued share capital of the Company as at the date of this resolution (unless previously renewed, varied or revoked by the Company in general meeting).

**SPECIAL RESOLUTION**

2. THAT the Articles of Association of the Company be amended so that the reference in Clause 5(F)(i) to "1st November 2001" is replaced with "1st November 2006".

  
CHAIRMAN

