Company Number:

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THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

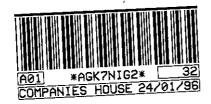
SPECIAL RESOLUTION OF HENLEY PARK LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 20TH day of November 1995, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 of the said Memorandum and by substituting therefor the following new Sub-Clause:-

(A) To carry on all of any of the businesses of property consultants, dealers, developers, investors, letters and managers; to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights privileges, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, let, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to finance building operations of every description; and to manage any land, buildings, or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; to carry on business as proprietors of accommodation agencies and to supply to tenants and persons having dealings with the company catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

Sco Mannohii Chairman.



Presented by: うてまて THE LONDON LAW AGENCY LTD. TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y 0KP