

Company No 02798607

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

NHP PLC

At an EXTRAORDINARY GENERAL MEETING of the Company held at 40 Berkeley Square, London W1J 5AZ on 5 April 2005 the following resolution was passed as a special resolution:

SPECIAL RESOLUTIONS

THAT:

- (a) the name of the Company be changed to NHP Limited;
- (b) pursuant to section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private company;
- (c) pursuant to section 53(2) of the Act the memorandum of association of the Company be altered by the deletion of Clauses 1 and 2, the re-numbering of existing Clauses 3, 4, 5 and 6 as Clauses 2, 3, 4 and 5 respectively and the insertion of a new Clause 1 as follows:

"1. The name of the Company is NHP Limited."; and
- (d) that the Company's authorised share capital be decreased from £1,750,000 to £1,700,000 by the cancellation of 5 million (5,000,000) non-voting deferred ordinary shares of 1p each;
- (e) pursuant to section 53(2) of the Act the articles of association of the Company be altered as follows:
 - 1. Article 6 shall be removed;
 - 2. Article 49 shall be removed;
 - 3. Article 50 shall be removed and replaced with the following paragraph, as a new article numbered 49:

"The directors may refuse to register a transfer unless -



- (a) it is lodged at the Office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of transferor to make the transfer:
- (b) it is in respect of only one class of shares; and
- (c) it is in favour of not more than four transferees."

4. The following paragraph shall be inserted immediately following the new Article 49, as a new article numbered 49a:

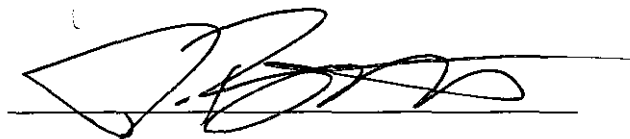
"Notwithstanding anything contained in these articles, the directors shall not decline to register, nor suspend or otherwise delay the registration of, any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact."

5. The second sentence of Article 68 shall be replaced with the following sentence:

"Subject to the provisions of Article 69, one member present in person or by proxy (or, being a corporation, present by a representative duly appointed pursuant to Article 96) and entitled to vote upon the business to be transacted shall be a quorum"

6. Article 5 be removed and replaced with the following sentence, as a new article numbered 5:

"The Capital of the Company at the time of the adoption of these Articles is £1,700,000 divided into 170 million (170,000,000) ordinary shares of 1p each (hereinafter in the Articles referred to as "ordinary shares")".



Chairman