

Company No: 3025353

The Companies Act 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ORDINARY/SPECIAL RESOLUTIONS

of

NEALES COMMERCIAL

Passed 27th February 1995

At an Extraordinary General Meeting of the meeting duly convened and held on 27th February 1995 the following resolutions were duly passed as ordinary resolutions:-

Ordinary resolutions

1. That the authorised share capital of the Company be and is hereby increased from £20,000 to £302,820 by the creation of 282,820 new ordinary shares of £1 each.
2. That, pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:-
 - 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £302,817; and
 - 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 26th February 2000 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
3. That pursuant to section 320 of the Companies Act 1985 the proposed purchase by the Company of the business of chartered surveyors and commercial estate agents carried on by A.J. Alcock, P.A.B. Dodd and T.J. Harries in partnership under the business name of "Neales Commercial" in accordance with the terms of the Business Transfer Agreement proposed to be entered into for this purpose (the "Business Transfer Agreement") and all matters ancillary thereto be and are hereby approved and sanctioned and that the directors of the Company are authorised to enter into the said Business Transfer Agreement on behalf of the Company.



Special resolution

4. That pursuant to the provisions of section 95 of the Companies Act 1985, the directors are empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the general authority given to them for the purposes of section 80 of that Act by resolution 2 above as if section 89(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution. //

A. M. Decca

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Chairman