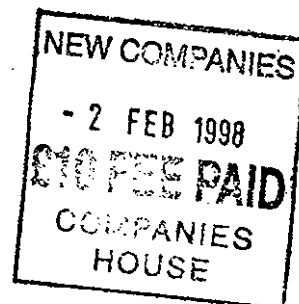


Company number: 3160344

5/2/98

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

EDENRISE INVESTMENTS LIMITED

Passed the 26th day of January 1998

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the above date the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That the existing clause 3(A)(i) of the Company's Memorandum of Association be deleted and the following new clause 3(A)(i) be inserted in its place:

"To carry on business as dealers in property and estates, mortgage and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate developers and development agents; to purchase, take on lease or in exchange or otherwise acquire any lands and buildings in England or elsewhere and any estate or interest in any rights connected with any such lands or buildings; to develop and turn to account any land whether or not acquired by or in which the Company has an interest and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up, improving and refurbishing the same; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or



unincorporate, policies of insurance and other such property as the Company may deem fit and may acquire the same for the purposes of investment with a view to receiving income therefrom."

2. That the Company change its name to "Minerva Property Services Limited".

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Chairman