THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

PEMBRIDGE PROPERTIES LIMITED

Passed this 3074 day of MOUTENSTER 1999 at an Annual General Meeting of the Company, duly convened, and held on the 3074 day of MOUTENSTER 1999 the following Special Resolution was passed:-

'That the Articles of Association of the Company be amended as follows:-

- (a) Clause 130 in Table A (Companies Act 1948 version), under which the company is obliged to appoint an auditor, should no longer apply to the company.
- (b) The requirement under Clause 127 of Table A (Companies Act 1948 version) to send a copy of the Auditors Report to members at least 21 days before the date of the General Meeting at which the annual Balance Sheet is to be laid, should no longer apply to the company.'

Director

#AFOR5M1 LI# 0635
COMPANIES HOUSE 06/12/99