

3305791

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of
FULTHERNEW LTD

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 22ND ~~th~~ day of *January*, 1997 the following SPECIAL RESOLUTION was duly passed.

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from Clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the Appendix attached hereto.

(Signed):



Secretary

Presented By:

Reichmann & Wing Limited
Regis House
134 Percival Road
Enfield
Middlesex EN1 1QU



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

FURTHERNEW LIMITED

1. The name of the Company is:-
"FURTHERNEW LIMITED"
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on the businesses of an investment and property holding company in all its branches, and for this purpose to acquire by purchase, lease, exchange, grant, concession, licence, subscription or otherwise and to hold for investment;
 - (a) Shares, stock, debentures, debenture stock, bonds, trust units, deposits, obligations and other securities issued or guaranteed by any public or private company, corporation, government, state, sovereign, ruler, commissioners, public body or authority (supreme, municipal, local or otherwise) and any other body whether corporate or unincorporate in any part of the world; and
 - (b) land, buildings, houses, premises and other real or personal property of any tenure wheresoever situate (and whether or not subject to any charges or incumbrances) and any estate or right therein including freehold or leasehold rents, leases, under-leases, reversions, mortgages, charges, annuities and mineral and other rights and privileges; and to sell or otherwise dispose of the Company's investments as may be expedient or desirable but not to deal or traffic in such investments by way of trade.
 - (b) To develop the property of the Company and generally to derive income therefrom, and for this purpose to settle, improve and cultivate land, prepare sites for development and to erect, construct, reconstruct, consolidate, subdivide, alter, repair, pull down, rebuild, decorate, furnish and maintain houses, flats, maisonettes, shops, factories, bungalows, hotels and other buildings of every description on any land of the Company or elsewhere; to lease, let or mortgage any land or any premises whether furnished or otherwise and provide facilities for the occupiers or tenants thereof or residents and others therein; to grant easements profits a prendre, mineral and other rights in, over or under the Company's lands and to exercise or grant licenses for the exercising of all rights and powers conferred by or incidental to the tenure of ownership of the Company's investments.