

09 - 04 - 98

3323339

Company No: 33233<sup>3</sup>~~9~~

The Companies Act 1985

Company Limited by Shares

Resolution of Development Projects Limited

At an Extraordinary General Meeting of the Company duly convened and held at Lees House, 21 Dyke Road, Brighton on 31 March 1998 the following resolutions, of which Resolution 1 was proposed as an Ordinary Resolution and Resolution 2 was proposed as a Special Resolution were duly passed as an Ordinary Resolution and a Special Resolution respectively.

#### Ordinary Resolution

1. That subject to the passing of the resolution below:-

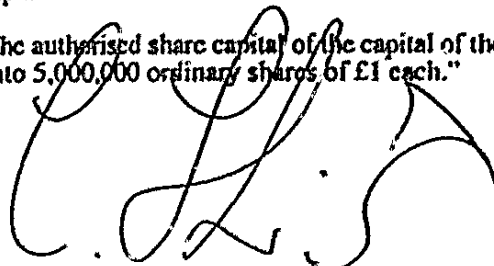
The Authorised Share Capital of the Company be and is hereby increased by £4,000,000 from £1,000,000 by the creation of 4,000,000 ordinary shares of £1 each (having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the Company as amended by Resolution 2 below).

#### Special Resolution

2. That the company's Articles of Association be amended as follows:-

- (i) The heading to the Company Articles of Association shall be amended by inserting the words "and amended by Special Resolution passed on 31 March 1998".
- (ii) Article 5 shall be deleted in its entirety and shall be replaced by the following new paragraph:-

"5. The authorised share capital of the capital of the company is £5,000,000 divided into 5,000,000 ordinary shares of £1 each."



.....  
(Chairman of the Meeting)

Date: .....

2nd April, 1998.

