

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

HALCROW GROUP LIMITED


Registered Number 3415971

PASSED 24 FEBRUARY, 1998

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Vineyard House, 44 Brook Green, London W6 7BY on the twenty fourth day of February, 1998, the under-mentioned Ordinary Resolution was duly passed:

THAT the authorised share capital of the Company be and it is hereby increased from £1,000 to £15,000,000 by the creation of an additional 14,999,000 ordinary shares of £1 each.


.....
J D Rhodes
Secretary

I hereby certify that this is a
true copy of the original in my
possession

..... Secretary
10 - 3 - 98 Date

