

Company Number: 3557576

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

MAIDSTONE TRUST LIMITED

Dated: *22 May 1998*

I, the undersigned, being the Sole Member of the above named Company, who would have been entitled to vote upon the matters set out below if they had been proposed at a general meeting of the Company, HEREBY RESOLVE as Special Resolutions:-

That clause 3(i) of the Company's Memorandum of Association setting out the objects of the Company be amended to provide as follows:

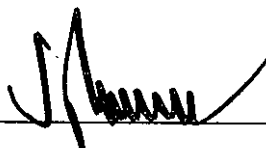
1. "To raise funds from public and private sources such funds to be expended upon the promotion, development, establishment of a river park for the benefit of the general public by the promotion of recreation and other leisure time occupation and for the improvement of the condition of the lives of the inhabitants of Maidstone;"
2. That Article 36(i) of the Company's Articles of Association dealing with the constitution of the Board be amended to provide as follows:

 "(i) 1 director nominated in accordance with clause 37.10 hereof".
3. That Article 38(a) of the Company's Articles of Association dealing with the disqualification of directors be amended to provide as follows:

 "(g) his period of service has reached the maximum permitted under Article 37.4".



Such that the Memorandum and Articles of Association of the Company shall be in the form of the draft produced at the Meeting, initialed by the Sole Director for the purposes of identification, and annexed hereto.

A handwritten signature in black ink, consisting of a stylized 'J' followed by several loops and a long horizontal stroke, positioned above a solid horizontal line.

Sole Director