

Company Number: 3567189



THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

37 SLOANE GARDENS MANAGEMENT COMPANY LIMITED

Pursuant to Section 381A of the Companies Act 1985 (as amended)

(Passed the 3rd day of February 2000)

On the 3rd day of February 2000 the following resolution in writing (such resolution to have effect as a Special Resolution) was duly passed by the sole member of the Company pursuant to section 381A of the Companies Act 1985 (as amended):-

SPECIAL RESOLUTION

- 1.1 THAT the articles of association of the Company be altered by deleting articles 11(d) (e), (f) and (g) and substituting therefor the following articles:

"11. (d) Save for the persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act, no person shall in any circumstances be eligible to hold office as a Director unless he is either:-

- (i) a Member; or
- (ii) a person appointed a Director by a Member who is a company.

Clause 44 of Table A shall not apply to the Company.

(e) No person shall be appointed a Director at any General Meeting unless either:-

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given

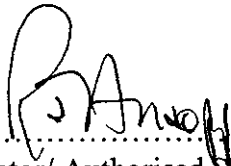
to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(f) Subject to paragraph (e) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director.

(g) Subject to paragraph (e) above, the Directors may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force."

- 1.2 deleting the first sentence of Article 13(a) and substituting therefor the following sentence:-

"No person shall be capable of being appointed an alternate Director who would not have been eligible to act as a Director under Article 11(d)."



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Director/ Authorised Signatory
For and on behalf of
Pennsec Limited

Secretary