

167376

Company No 3694634

C/N 13-05-99

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

EVER 1089 LIMITED

Passed the 27th day of April 1999

By a Written Resolution of the above named Company duly passed on *Tues* day the 27th day of April 1999, pursuant to Article 381A of the Companies Act 1985 the following Resolutions were duly passed as Special Resolutions of the Company as follows:-

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended by :-

(i) adopting the following new sub-clauses 3.1 to 3.2 :-

- 3.1 To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company; to purchase or by any other means any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, barges, vessels or things and any real or personal property or rights whatsoever which may be necessary



for, or may be conveniently used with, or may enhance the value of any other property of the Company; to develop and turn to account any land acquired by or in which the Company is interested and in particular by constructing, altering, pulling down and improving buildings of every description and to carry out all such other operations as may be necessary or incidental to the management of the property from time to time acquired by the Company and to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient.

- 3.2 To undertake the management of and purchase, take on lease, exchange, lease or otherwise deal in and hold for the purpose of development, investment or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages, and to carry on all or any of the businesses of property managers and consultants, business consultants and advisers, proprietors and operators of commercial and industrial agencies, building and civil engineering contractors, land estate and property developers, repairers and agents, surveyors, valuers and auctioneers, builders' merchants, factors, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors and agents for the sale of and dealers in capital equipment and plant machinery, components, accessories, tools and fixtures of all kinds, merchants haulage and transport contractors, electricians and general engineers and to carry on any other trade or business whether subsidiary or not which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value

of any of the Company's property."

(ii) re-numbering the existing sub-clauses 3.1 to 3.28 as 3.3 to 3.30.

2. THAT the name of the Company be changed to :-

"LANGTREE RISK SERVICES LIMITED"

Dun S. Goun

Chairman