

Company Number: 38183063

**THE COMPANIES ACT 1985**

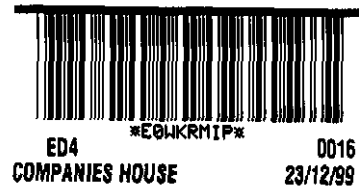
and

**THE COMPANIES ACT 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of



**CARISBROOKE SWAVESEY GENERAL PARTNER LIMITED**

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Table A-F) Regulations 1985 (which forms part of the Articles of Association of the Company), we, the sole member of the Company, hereby resolve:

**ORDINARY RESOLUTIONS**

1. THAT the existing share capital of the Company, including the two ordinary shares in issue be and are hereby redesignated into 35 A Ordinary Shares (which shall include the two ordinary shares in issue) and 65 B Ordinary Shares.
2. THAT the share capital of the Company be and is hereby increased from £100 (being 35 A Ordinary Shares of £1 each and 65 B Ordinary Shares of £1 each) to £200 by the creation of 70 C Ordinary Shares of £1 each and 30 A Ordinary Shares of £1 each, each having the rights ascribed to them by the Articles of Association of the Company to be adopted pursuant to resolution 3 set out below.

**SPECIAL RESOLUTIONS**

3. THAT the adoption, as the Company's Articles of Association, of the Articles of Association in the form attached to this resolution in place of the Company's current Articles of Association be and is hereby approved.
4. THAT the Memorandum of Association of the Company be and is hereby amended by the deletion of the existing paragraph 5 thereof and its replacement by the following new paragraph 5 as follows:
  - "5. The share capital of the Company is £200 divided into 65 A Ordinary Shares of £1 each, 65 B Ordinary Shares of £1 each and 70 C Ordinary Shares of £1 each".

## ORDINARY RESOLUTION

5. THAT, for the purposes of section 80 of the Companies Act 1985, the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to a maximum of 98 Ordinary Shares of £1 each of the Company provided that:

(i) this authority shall apply to the allotment of Ordinary Shares to the following persons in the following proportions:

Precis (1794) Limited	63 A Ordinary Shares
Precis (1795) Limited	65 B Ordinary Shares
Alfred McAlpine Management Limited	70 C Ordinary Shares

(ii) This authority shall replace any existing like authority which is hereby revoked with immediate effect and this authority shall expire on 30 November 1999.

## SPECIAL RESOLUTION

6. THAT the directors be and are hereby authorised pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by resolution 2 above as if the provisions of section 89(1) of that Act did not apply to the allotment and that this authority shall replace any existing like authority, which is hereby revoked with immediate effect.

*E. Young*

For and on behalf of Precis (1794) Limited

Dated *29<sup>th</sup>* November 1999