Company number: 4681701

HAYMARKET PROPERTY INVESTMENTS LIMITED

We the undersigned, being all the members of the company, hereby resolve as written resolutions in accordance with regulation 53 of Table A (as incorporated by article one of the company's articles of association)

THAT the authorised and issued capital of the company be reclassified as set out below, and

THAT clause five of the company's memorandum of association be replaced by the new paragraph set out below, and

THAT a new article three as set out below be inserted into the company's articles of association and the existing articles three to 21 be renumbered as four to 22 respectively.

The company's authorised and issued capital

	Current		*Proposed*	
	Ordinary £1	*A £1*	*B £1*	*C £1*
Authorised	100	40	40	20
Issued				
Perry Cash	40	40	-	-
Stuart Howard Russell	40	-	40	-
Leigh Harvey Perl	20	-	-	20

New clause five

5. The company's share capital is £100 divided into 40 A shares, 40 B shares and 20 C shares, all of £1 each.

New article three

3. The share capital of the company is divided into three classes, A, B and C. Each class of shares shall constitute a separate class for the purpose of declaring and paying dividends but, subject to that one exception, all shares shall rank *pari passu* as if they were one class.

Dated this 9th day of September 2004.

.....
P Cash

.....
S H Russell

.....
L H Perl

55901/aw

LD4 *LY1004TH*
COMPANIES HOUSE 0323
28/04/05

25