

Company Number: 5205063

SPECIAL RESOLUTION

- of -

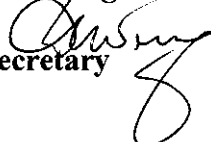
A & P DEVELOPMENTS (NORTH WEST) LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held on 12/8/2004 the following SPECIAL RESOLUTION was duly passed:-

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from Clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the appendix attached hereto.

Signed:

RWL Registrars Limited


Secretary



Presented By:
Reichmann & Wing Limited
134 Percival Road
Enfield
Middlesex EN1 1QU

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

Of

A & P DEVELOPMENTS (NORTH WEST) LIMITED

1. The Company's name is

A & P DEVELOPMENTS (NORTH WEST) LIMITED

2. The Company's Registered Office is to be situated in England and Wales.

3. The objects for which the Company is established are:-

(a) To acquire by purchase, lease, exchange or otherwise and to settle, improve, hold, lease, let, mortgage, sell, develop, cultivate, dispose of and otherwise deal with freehold and leasehold lands and premises of any estate and tenure and any rights and interest therein; to prepare sites for development and to erect, construct, reconstruct, consolidate, sub-divide, alter, repair, pull-down, rebuild, decorate, furnish and maintain, and to let, lease, mortgage, sell or otherwise dispose of flats, houses, maisonettes, chalets, shops, factories, hotels and other buildings and structures of every kind whatsoever on any land of the Company or elsewhere and whether furnished or unfurnished, and to provide facilities and services for the occupiers or tenants thereof or other persons, companies and other bodies therein; to grant easements, profits a prendre, mineral and other rights in, over and under the Company's lands and to exercise or grant licenses for the exercising of all rights conferred by or incidental to the ownership or possession of the Company's properties, and generally to derive income from the Company's properties; and to carry on business as land and estate agents, property managers, architects, surveyors, assess, rent and debt collectors, builders, civil engineers and public works contractors, painters and decorators, general engineers and general contractors, proprietors of hotels, caravan sites, restaurants, flats and all other forms of residential, domestic and other accommodation; and all other businesses of a like nature.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.