

Company No: 05324541



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DWIGHT ROAD PROPERTY MANAGEMENT LIMITED

(Passed on 6 April 2006)

The following is an extract of the decisions taken by the Shareholders of the Company on the 6 April 2006, pursuant to Section 382B of the Companies Act 1985 (as amended), having effect as if agreed by the Company in a General Meeting as Special Resolutions of which a written record has been provided to the Company:-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended in the manner following:

(a) By the addition of the following terms in the Interpretation:

"Deed of Covenant" Annexed to these Articles of Association

"Units(s)" means any commercial, industrial or residential unit comprised in any property which has covenanted to contribute to the Company in relation to the provision of services in connection with Orbital 25 Business Park, Dwight Road, Watford.

"Unitholder" means the person or persons to whom a lease of a Unit has been granted or assigned or who holds the freehold of a Unit and so that whenever two or more persons are for the time being

Unitholders of a Unit they shall for all purposes of these Articles be deemed to constitute one Unitholder.

- (b) By deleting the present Articles 8, 9 and 10 in their entirety and by adopting new Articles 8, 9, 10, 11 and 12 namely:

TRANSFER OF SHARES

8. (a) Each of the Shares in the capital of the Company shall at all times after its allotment be referable to a specific Unit.
- (b) No person who is not the Unitholder of a Unit shall be entitled to hold any Shares in the Company.
- (c) Following the Incorporation of the Company a Share shall not be transferred other than to a person who is a Unitholder of the Unit to which that share is referable.
9. (a) A Share shall be transferred and may only be transferred upon a change in the Ownership of the Unit to which it is referable, and in the case of any such transfer the Directors, upon production to them of evidence that the service charge of the Unit has been paid up to the date of the transfer and that the Unitholder has entered into a Deed of Covenant in the form attached hereto together with satisfactory evidence that the transfer is in favour of a Unitholder under the terms thereof, shall pass and register such transfer.
- (b) The price to be paid upon the transfer of a Share shall in default of agreement between the Transferor and the Transferee be the nominal value thereof.
10. If at any time the holder of a Share shall not be the Unitholder of the Unit to which such Share is referable the Directors may authorise some person to execute on behalf of and as attorney for such holder a transfer of the Share held by him to

the Unitholder of the Unit to which such Share is referable, and the Company may receive the purchase money and shall thereupon cause the name of the Transferee to be entered in the Register of Members as the holder by transfer of the said Share, and shall hold the purchase money in trust for the previous holder. The receipt of the Company for the purchase money shall be a good discharge to the Transferee who shall not be bound to see to the application thereof, and after the name or names of the Transferee is or has been entered in the register of Members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

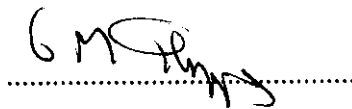
11. (a) If more than one person is jointly the Unitholder of a Unit such persons shall jointly hold the Share in the Company referable to such Unit but shall have only one vote in respect of such Share which shall be cast by the holder whose name first appears in the Register of Members.
- (b) The Company shall where it has notice of the same be obliged to recognise the rights of any Mortgagee of any share of the Company where such Mortgagee is also a Mortgagee of the Lease of the Unit in respect of which it is held and such Mortgagee shall have the same rights, privileges and liabilities in respect thereof.

TRANSMISSION OF SHARES

12. (1) A person becoming entitled to a Share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but subject always to the power of the Directors under Article 10.
- (2) Until such time as the Share shall have been transferred under Sub-Article (1) above a person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same rights to which he would be entitled if he were the registered holder of the share.

- (c) By renumbering the present Articles 11 to 27 inclusive.

Certified Correct

A handwritten signature in black ink, appearing to read "G. M. Thompson", is written over a horizontal dotted line.

For and on behalf of
Clyde Secretaries Limited
(Secretary)