

SPENDRIGHT LIMITED

MINUTES of an Extraordinary General Meeting of the company held at Victoria House, 64 Paul Street, London EC2A 4TT on 6th April 2005.

Present: **Clive Ensor Boulton-Brooks**
Steven John Boulton-Brooks

1. The Chairman declared a quorum present and the consent of all the members to the meeting being held at short notice having been produced the notice of meeting was taken as read.
2. The following Resolution was proposed and seconded as a Special Resolution.

RESOLUTION

THAT the Memorandum of Association of the company be amended as follows:

Delete sub paragraph 3.1 and in substitution therefore insert the following sub paragraph 3.1.

3.1

- (a) To purchase, take on lease, or in exchange, or otherwise acquire, sell deal in, take in and grant options on, or hold as an investment, any lands or buildings wherever situate, or rights and interests therein, and to manage, farm or let the same or any part thereof for any period and at such rent and on such conditions as the company shall think fit, or to develop the same or any part thereof and to construct and erect houses, flats, shops, factories, offices, warehouses and buildings of any kind thereof; to lay out roads and pleasure gardens and recreation grounds; to plant, drain or otherwise improve the land or any part thereof; fix electric, gas and water fittings and to carry on business as builders and decorators, joiners, plumbers, carpenters, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds.
- (b) To purchase or otherwise acquire, hold as an investment and deal in share, debentures, stocks, bonds script or other securities, and whether or not fully paid up and to make payments thereon as called up or otherwise businesses, policies of insurance, patents, copyrights and such other property real or personal and rights and interests in property and to hold the same for investment, but the power to vary any investment and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (c) To carry on the business of a property and investment company in all their branches.

The Chairman declared the above Resolution to have been duly passed as a Special Resolution.

Dated: 06/04/2005

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CHAIRMAN