

Registered Number: **SC112987**

THE COMPANIES ACTS

BIRCHGROVE PROPERTIES (GLASGOW) LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF

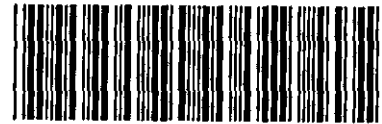
WRITTEN RESOLUTIONS

NOTICE IS HEREBY GIVEN THAT the following resolutions were passed as written resolutions of the Company on 14 September 2009:

RESOLUTIONS

1. THAT the current authorised share capital of the Company be and is hereby increased to £1,000,002 by the creation of two "A" Shares of £1 each with the rights attaching thereto as (to be) set out in the articles of association of the Company.
2. THAT the articles of association of the Company be and are hereby amended as follows:
 - a. Article 2 be re-numbered "2.1" and be amended by the addition at the end thereof of the following: "and two A Shares of £1 each" and a corresponding consequential amendment be made to clause numbered 6 of the memorandum of association of the Company;
 - b. An additional article (to be numbered 2.2) be inserted as follows: "2.2 Pursuant to their powers conferred under these Articles to pay interim dividends, the Directors may at any time resolve to declare and pay an interim dividend on any one class (or more classes) of shares and clause 103 of Table A shall be deemed modified accordingly."
 - c. An additional article (to be numbered 2.3) be inserted as follows: "2.3 Limitation of Rights of A Shares:
 - i. the holders of the A Shares shall not be entitled to receive notice of or attend, speak or vote at any general meetings of the Company;
 - ii. In the event the Company is wound up, the holders of the A shares shall be entitled to receive the sum of £1 per share but only to the extent the assets available for distribution to the holders of each other class of shares in the capital of the Company exceeds £10,000,000 per share."
3. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot the two A Shares in the capital of the Company (the "A Shares") at par provided that this authority shall expire 12 months from the date of this resolution and that the Company may before such expiry make an offer or agreement which would or might require the A Shares to be allotted after such expiry and the directors may allot the A Shares in pursuance of such offer or agreement, notwithstanding that the authority conferred hereby has expired.
4. THAT subject to the passing of resolution 3, the Directors be empowered pursuant to section 95 of the Act, to allot the A Shares for cash at par pursuant to the authority conferred on them by resolution 3 as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to a period of 12 months from the date of this resolution.

THURSDAY



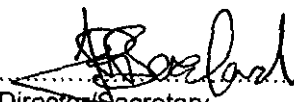
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17/09/2009

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COMPANIES HOUSE


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Director/Secretary
For and on behalf of
Birchgrove Properties (Glasgow) Ltd

14/9/09
.....
Date