

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
CENTROS MILLER LIMITED

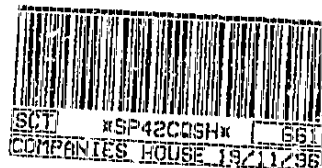
Registered No. 168068

At an Extraordinary General Meeting of the Company held on 18th November 1996 at Edinburgh the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT:-

- (i) 49 of the existing unissued ordinary shares of £1 each in the capital of the Company and the one existing issued ordinary share of £1 in the capital of the Company registered in the name of Miller Investments Southern Limited immediately prior to the passing of this resolution be and are hereby reclassified as "A" ordinary shares of £1 each conferring upon the holders thereof the rights, privileges and restrictions as set out in the Articles of Association adopted pursuant to sub-paragraph (v) of this resolution;
- (ii) 49 of the existing unissued ordinary shares of £1 each in the capital of the Company and the one existing issued ordinary share of £1 in the capital of the Company registered in the name of Centros Properties Limited immediately prior to the passing of this resolution be and are hereby reclassified as "B" ordinary shares of £1 each conferring upon the holder thereof the rights, privileges and restrictions as set out in the

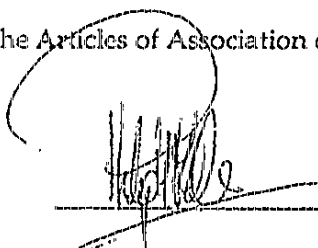


Articles of Association adopted pursuant to sub-paragraph (v) of this resolution;

- (iii) in substitution for any existing authority under section 80 of the Companies Act 1985 (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby generally and unconditionally authorised, pursuant to section 80(1) of the Act, to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £98, such authority to expire on 31st December 1996 unless previously revoked, varied or extended by the Company in general meeting, save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired;
- (iv) in substitution for any existing power under section 95 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, the directors be and are hereby empowered, pursuant to section 95(1) of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash, pursuant to the authority conferred in sub-paragraph (iv) of this resolution, as if section 89(1) of the Act did not apply to any such allotment, up to an aggregate nominal amount of £98 such power to expire on 31st December 1996, unless previously revoked, varied or

extended by the Company in general meeting, save that the Company may at any time prior to the expiry of such power make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the directors may allot equity securities in pursuance of such an offer or agreement if such power had not expired; and

- (v) the regulations contained in the document produced to the meeting and signed for the purpose of identification by the chairman of the meeting be and are hereby adopted as the Articles of Association of the Company."


Director