

THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION

OF

ACREFAIR LIMITED

At an Extraordinary General Meeting of the Members of the said Company convened and held at

5 LOGIE MILL, BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD, EDINBURGH, EH7 4HH

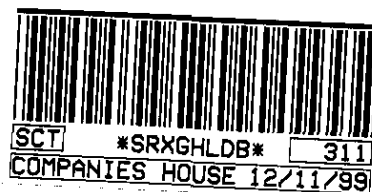
on the 12th day of November 1999.

the following Special Resolution was duly passed:-

- 1/ That Clause 3(A) of the Memorandum of Association be deleted and the attached new clause 3(A) be substituted therefore;

To carry on in Scotland and elsewhere all or any of the businesses of a property company in all its branches; to purchase, invest, sell, take on lease or in exchange, or otherwise acquire and act as factors of any property, buildings, lands and estates, or any interests in any rights connected with any such property, buildings, lands and estates; to act as a building and construction company and to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, demolishing, decorating, maintaining, furnishing and improving buildings, and by planting, paving and drainage; to act as dealers in property and estates, mortgage and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents and managing agents, general merchants and traders and to provide services of all kinds which may be required, directly or indirectly, in connection with the foregoing; to undertake, perform and carry out all kinds of commercial, trading and financial operations and to buy, sell and deal in articles and things of all kinds which may be required for the purposes of the said businesses, or any of them, or which may seem capable of being profitably dealt with in connection with any of such businesses or likely to be required by customers of or persons having dealings with the Company.

- 2/ That the Share Capital of the Company be increased from 100 Ordinary Shares of £1.00 each to 10,000 Ordinary Shares of £1.00 each by the creation of 9,900 Ordinary Shares of £1.00 each to rank equally in all respects with existing shares.



Presented by:

SCOTT'S COMPANY FORMATIONS  
5 LOGIE MILL  
BEAVERBANK OFFICE PARK  
LOGIE GREEN ROAD  
EDINBURGH  
EH7 4HH

  
DIRECTOR / SECRETARY  
(AUTHORISED SIGNATORY)