**PRIVATE COMPANY LIMITED BY SHARES****COPY WRITTEN RESOLUTIONS**

of

WEST COAST CAPITAL (RETAIL PARKS) LIMITED (the "Company")**(Registered in Scotland under company number SC219194)**dated **16 JUNE** 2010

The following written resolutions were passed as an ordinary resolution in the case of resolution number 2 and a special resolution in the case of resolution numbers 1, 3, 4 and 5 on **16 JUNE 2010** 2010 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act").

Special Resolution**1 REMOVAL OF CLAUSES TRANSFERRED FROM MEMORANDUM TO ARTICLES**

That the articles of association of the Company:

- (a) be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act are treated as part of the Company's articles of association;
- (b) be amended by deleting all of the provisions referred to in paragraph 42 of schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (Statutory Instrument 2008 No. 2860);
- (c) appended to this Resolution and for the purpose of identification marked "A" and initialled by the Chairman, be adopted as the new articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company existing at that date.

Ordinary Resolution**2 SECTION 551 AUTHORITY**

That for the purposes of section 551 of the Act, the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company provided that:

- (a) this authority shall be limited to the allotment of up to an aggregate nominal amount of £1; and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting or by resolution, on the expiry of the period of five years from the date of passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred hereby had not expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

Special Resolution

3 SECTION 561 DISAPPLICATION

That subject to the passing of Resolution 2 and in accordance with section 570 of the Act, the Directors are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £1; and
- (b) expire on date not longer than five years from date the resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Special Resolution

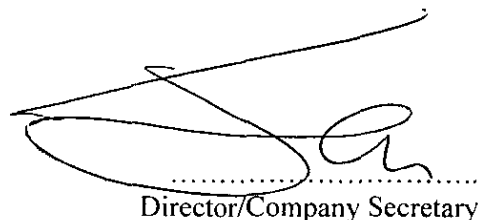
4 PRE-EMPTION RIGHTS UNDER THE ARTICLES

That, subject to the approval of Resolution 2 above, the rights of pre-emption set out in the articles of association of the Company shall not apply to any issue and allotment of equity securities (as defined in section 560 of the Act) by the Directors of the Company up to the maximum total nominal amount authorised in accordance with Resolution 3.

Special Resolution

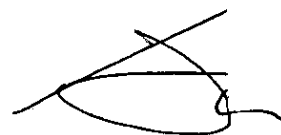
5 CAPITALISATION

That £32,436,382 of the amount owed to West Coast Capital Investments Limited by the Company be applied in paying up in full an additional ordinary share of £1 in the capital of the Company.



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Director/Company Secretary

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

of

WEST COAST CAPITAL (RETAIL PARKS) LIMITED*

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company.
2. Regulations 5, 8, 33, 64, 73 to 75 inclusive, 80, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of section 36B of the Act";

Regulation 24 by the addition of the words "(in their absolute discretion and without assigning any reason therefor)" between the words "may" and "refuse" and the deletion of the words "which is not" and the substitution of the words "whether or not it is";

Regulation 32 by the deletion of paragraph (a) and the consequential re-lettering of the subsequent paragraphs and the addition to the original paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share";

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum";

Regulation 46 by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by the chairman or by any person present entitled to vote upon the business to be transacted";

Regulation 54 by the addition of the words "or by proxy" between the words "vote", and "shall" and the words "fully paid" between the words "every" and "share";

Regulation 67 by the deletion of the words from "but" until the end;

*Note that on 11 June 2001 the members of the Company passed a special resolution that the name of the Company be changed from Pacific Shelf 1044 Limited to West Coast Capital (Retail Parks) Limited.

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purposes any person, or persons, not being a Director of the Company." at the end;

Regulation 76 by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear;

Regulation 77 by the deletion of the words "(other than a director retiring by rotation at the meeting)", "or reappointment" and "or reappointed" each time they appear;

Regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";

Regulation 79 by the deletion of the second and third sentences;

Regulation 82 by the addition of the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 by the addition of the words "Unless the contrary shall be provided in the terms of his appointment" at the beginning of the third sentence and the deletion of the fourth sentence;

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not"; and

Regulation 115 by the deletion of the number "48" and the substitution of the number "24".

Unless otherwise required by the context of the Articles, words of expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

SHARE CAPITAL

3.1 The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit; provided that:-

(a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and

(b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

3.2 Section 89(1) of the Act shall not apply to any allotment of shares in the company.

4. The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the Company. Notwithstanding any such recognition, the Company shall not be bound to see to the execution, administration or observance of any trust (whether express, implied or constructive) in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the holders of such shares as if they were the absolute owners thereof. For the purposes of this Article, "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the holder thereof for the time being or such other rights in case of transmission thereof as are mentioned in Table A.

LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other payments or distributions payable or distributable thereon or in respect thereof.

ISSUE OF SHARES

6.1 Except with the consent in writing of all the holders of the fully paid shares of the Company, any shares in the capital of the Company shall, before issue, be offered by the Directors in the first instance to all holders of fully paid shares of the Company at the date of the offer. Every such offer shall be in writing or shall be given using electronic communications to an address for the time being notified to the Company by the holder, shall be in identical terms for each holder, shall state the number of the shares to be issued, the terms of issue, the aggregate number of shares in issue in the capital of the Company (differentiating between fully paid and partly or nil paid shares), the number of shares held by the holder to whom the offer is addressed (differentiating between fully paid and partly or nil paid shares) and shall be subject to the following conditions, which shall be incorporated in such offer:

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(a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of 14 days from the date of service of the said offer or, in the case of an acceptance contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications in the offer be received at such an address within a period of 14 days from the date of service of the said offer;

(b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer, the holders accepting shall be entitled to receive, and bound to accept, an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the proportion which the number of fully paid shares held by the accepting holder bears to the aggregate number of fully paid shares held by all the accepting holders at the date of the offer, whichever number be less; and

(c) that any holders to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive, and bound to accept, an allocation among them of any surplus shares in proportion, as nearly as may be, to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid.

The regulations regarding the service of notices contained in Table A shall apply to any offers made by the Directors in terms of this Article. In this Article, "address" in relation to electronic communications, includes any number or address used for the purposes of such communication.

6.2 If any such offer shall not be accepted in full, the Directors may within three months after the date of such offer dispose of any shares comprised therein and not accepted as aforesaid to such person or persons as they may think fit but only at the same price and upon the same terms as to payment, if any, as were specified in such offer.

NUMBER OF DIRECTORS

7. The number of Directors (other than alternate Directors) shall not be subject to any maximum or minimum. In the event of there being a sole Director the Articles shall be construed accordingly.

POWER OF DIRECTORS

8. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

PROCEEDINGS OF DIRECTORS

9. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

10. Any Director (including an alternate Director), or member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

SPECIAL ARTICLE

11. If a poll be demanded on any resolution to delete or amend or affect the import of the provision of Article 6 or this Article, then any member voting against such resolution shall have on a poll four times the number of votes of all the other members and Regulation 54 of Table A shall be modified accordingly.

INDEMNITY

12. Subject to the provisions of the Act, every Director or other officer of the company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:-

(a) in defending any proceedings, whether civil or criminal, in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty in his part; or

(b) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.