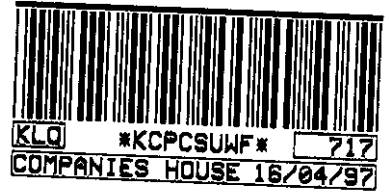


THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

RESOLUTION

-of-

DORSMAN ESTATES CO. LIMITED

At an Extraordinary General Meeting of the Company held at ⁵10 Norwich Street, London EC4A

1BD on 3 April 1997 the following Special Resolution was passed.

SPECIAL RESOLUTION

- 1 THAT the provisions of Clauses 3(10) and 3(13) of the Memorandum of Association of the Company be and are hereby deleted and the new Clauses 3(10) and 3(13) set out in the document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the new Clauses 3(10) and 3(13) in substitution for and to the exclusion of the existing Clauses 3(10) and 3(13) of the Memorandum;
- 2 THAT the regulations contained in the document marked "B" submitted to this meeting and for the purpose of identification signed by the Chairman be and are hereby adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association of the Company.


Chairman

DORSMAN ESTATES CO. LIMITED

"A"



- 3(10) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the Company, both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- 3(13) with or without consideration, to guarantee, stand surety for, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular, but without prejudice to the generality of the foregoing, with or without consideration to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) ("the Act") or another subsidiary (as defined by the said Section) of any such holding company or a subsidiary (as defined by the said Section) of the Company.

"B"

A handwritten signature or mark, possibly a stylized 'B' or a signature, located in the top right corner of the page.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DORSMAN ESTATES CO. LIMITED

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COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DORSMAN ESTATES CO. LIMITED

INTRODUCTORY

- 1.1 The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.
- 1.2 The Regulations contained or incorporated 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 (hereinafter called "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.
- 1.3 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.
- 1.4 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company
- 2 In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of the entire issued share capital of the Company.

SHARE CAPITAL

- 3 The current share capital of the Company is £200,000 divided into 200,000 Ordinary Shares of £1 each.
- 4.1 In Regulation 24 of Table A, the following shall be added at the end:-

“Provided that the Directors shall have no such discretion to refuse to register a transfer of shares where the proposed transferee is a mortgagee or chargee (or a trustee for a mortgagee or a chargee) of the shares in question or a purchaser,

transferee or other recipient of such shares from such mortgagee or chargee (or a trustee for such mortgagee or chargee)".

- 4.2 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

GENERAL MEETINGS

- 5 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The Controlling Shareholder being present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting.

DIRECTORS

- 6 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".
- 7 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).
- 8 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and".
- 9.1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "... and may also determine the rotation in which any additional Directors are to retire".
- 9.2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 9.3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.
- 10 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph:-
- "(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association."

PROCEEDINGS OF DIRECTORS

- 11 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.

- 12 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

EXECUTION OF DOCUMENTS

- 13 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:-

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to the extent permitted by the Act) have effect as if executed by affixing the seal."

INDEMNITY

- 14 Subject to section 310 of the Act:-

- 14.1 every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office;

- 14.2 the Directors may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

TELEPHONE BOARD MEETINGS

- 15 Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.