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Secretary

No: 420575

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

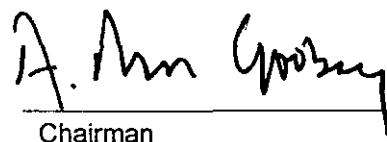
**Special Resolution
of
MEPC plc**

At an Extraordinary General Meeting of the Company duly convened and held at Lloyds Chambers, Portsoken Street, London, E1 8HZ on 29 September 2000 the following Resolution was duly passed as a Special Resolution:

Special Resolution

That the Directors be and are hereby authorised to apply for the re-registration of the Company as a private company under the name of MEPC Limited and accordingly that:

- (a) the name "MEPC Limited" be substituted for the name "MEPC plc" in Clause 1 of the Company's Memorandum of Association;
- (b) Clause 2 of the Company's Memorandum of Association be deleted and the remaining Clauses be renumbered accordingly; and
- (c) the regulations contained in the printed document produced to the meeting and signed by the Chairman for purposes of identification be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.



Chairman



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