

SEPARATOR SHEET



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COMPANIES HOUSE 21/01/97

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WEST KENT COLD STORAGE COMPANY LIMITED

Minutes of an Extraordinary General Meeting of the Company held at the
offices of Ewart plc, 16 Donegall Square South, Belfast
on Friday 8 November 1996 at 10.30 a.m.

PRESENT: Mr B C Gilligan Representative of Ewart (Southern) Limited
Mr E D J Robinson Representative of Ewart plc

1. The Chairman reported that arrangements were agreed with Irish Intercontinental Bank Limited (the "Bank") whereby the Bank had placed at the disposal of Ewart Plc, being the Company's ultimate holding company ("the Holding Company") a term loan facility of GBP 3,500,000 (three million five hundred thousand pounds sterling) to fund the development of a shopping centre in Carrickfergus, County Antrim (hereinafter referred to as "the facility"). The arrangements were set forth in a facility letter from the Bank to the Holding Company dated 29th August 1996.
2. It was a term of the arrangements that the Company would give a guarantee for the liabilities of the Holding Company to the Bank and that this was to be countercovered by the debenture dated 31st July 1991 from the Company in favour of the Bank charging its undertaking property and assets including various properties of the Company as specified therein.
3. The Chairman then reported the manner in which individual directors were interested in the proposed arrangements as directors, shareholders or otherwise of the Company and/or the Holding Company.
4. It was then reported at the meeting that the Bank had required the Company to alter its Memorandum and Articles of Association in order to ensure that the Company had power to create the proposed Guarantee countercovered by the said Debenture.
5. The following resolutions were then proposed and passed as special resolutions namely:-

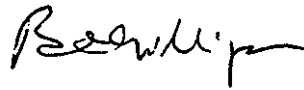
SPECIAL RESOLUTIONS

- (i) That the provisions of Clause 3 of the Memorandum of Association of the Company be altered by inserting the following additional paragraph immediately after paragraph 3 (M) to be numbered 3 (M) (1) namely:-

"To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking property assets rights and revenues


It is hereby certified that the above is a true extract from the Minutes of the Extraordinary General Meeting of the Company and that the resolutions set forth above were duly passed in accordance with and comply with the Memorandum and Articles of Association and regulations of the Company.

Dated 8th day of NOVEMBER . 1996.



CHAIRMAN

I hereby certify this to be a true copy
of the Minutes of the Extraordinary General
Meeting of West Kent Cold Storage Company
Limited held on Friday 8 November 1996.

Signed  Date 8/11/96
B C Gilligan
Director