

Registered Number: 554130

THE COMPANIES ACTS 1985 AND 1989
WARD HOMES (SOUTH EASTERN) LIMITED
PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTION
PURSUANT TO SECTION 381A
COMPANIES ACT 1985 (the "Act")

We, the undersigned being all the shareholders of the Company who at the date of this resolution are entitled to attend and vote at a meeting of the shareholders of the Company, hereby pass the resolution in writing below as a written resolution pursuant to Section 381A of the Companies Act 1985.

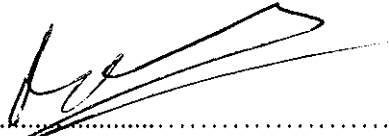
WRITTEN RESOLUTION

1. THAT the articles of association of the Company be amended by deleting the following from Article 10:

"and the first Directors shall be Percy Albert Barden and May Lillian Barden. The qualification of a Director shall be the holding of one share."

So that Article 10 shall now read as follows:

"The number of Directors shall not be less than two or more than five."


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Signed by **MICHAEL LETHABY**, a duly
authorised representative of Ward Holdings Limited.

Date **25/4/02**.....

