

Industrious Estates Limited

Company No: 00801273

Passed:
Monday 24 May 2004

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Cranford House, Kenilworth Road, Leamington Spa, Warwickshire CV32 6RQ Monday 24 May 2004, the following Resolution was duly passed as a Special Resolution.

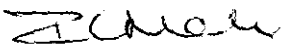
Special Resolution

"THAT the Articles of Association of the company be amended as follows:

By substitution of the existing Table A Article 40, for the following Article:

Board Meetings

- 4 A board meeting may consist of a conference between directors some of all of whom are in different places provided that each director who participates is able:
- a) to hear each of the other participating directors addressing the meeting; and
 - b) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form or communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of such methods.
- 5 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.
- 6 A meeting held in this way is deemed to take place at the location where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from which the chairman of the meeting participates."


.....
Chairman:



