

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
PATCHETTS GREEN LIMITED

(Passed on the Eleventh day of May 1992)



At the duly convened Extraordinary General Meeting of the above named Company held at One Great Cumberland Place, London, W1H 7AL on the day of Eleventh 1992 at May am/pm., the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

That the Memorandum of Association of the Company be amended as follows:-

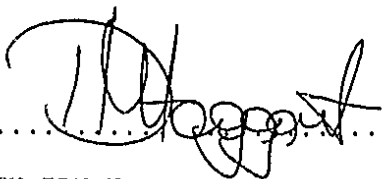
- (1) Following Clause 3(U) the following Clause is to be inserted and identified as Clause 3(V);

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans credits stocks shares or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any Company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any Company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144

of the Companies Act 1989 of the Company's Holding Company, or otherwise associated with the Company in business or of any Company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others"; and

- (2) Following Clause 3(V) the following clause is to be inserted and identified as Clause 3(W);

"Each of the objects set out in this Clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate Company"

A handwritten signature in dark ink, appearing to be 'J. Hoggart', written over a series of dotted lines.

CHAIRMAN