

COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GOLDSBOROUGH DEVELOPMENTS LIMITED

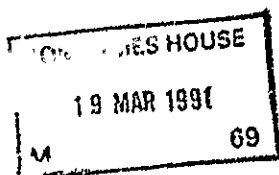
Passed the 5th day of March 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 7-30 pm on the 5th day of March 1991 the following Resolution was unanimously passed as a SPECIAL RESOLUTION of the Company:-


RESOLUTION

THAT the existing paragraph 3(W) of the Memorandum of Association of the Company be deleted and the following paragraph be inserted as paragraph 3(U), the existing paragraphs 3(U) and 3(V) being renumbered as paragraphs 3(V) and 3(W) accordingly:-

"To enter into any Legal Charge, Guarantee, Contract of Indemnity of Suretyship and in particular (without prejudice to the generality of the foregoing), either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any dividends or interest on or other payments 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 from time to time) due, owing or incurred to bankers or any other person of any company, firm or person, 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 from time to time) of the Company or 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".


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Chairman

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