

P BIRCH & SONS LIMITED

THE COMPANIES ACT 1985

Registered number: 1917322



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resolutions of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at 64 Friar Gate Derby on 15th April 1988.

ORDINARY RESOLUTION

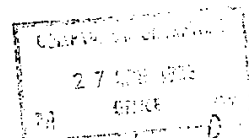
2. THAT the share capital of the Company be increased from ~~£50,000~~ to £1,000,000 by the creation of ~~50,000~~ new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the Memorandum of Association be altered accordingly, and, subject to the Articles of Association from time to time adopted by the Company, the directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of authorised but unissued share capital of the Company at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

SPECIAL RESOLUTION

1. THAT the Company be re-registered as a public company and being requisite in all the circumstances new Memorandum and Articles of Association in the form submitted to this meeting and approved without amendment be adopted in lieu and to the exclusion of the present Memorandum and Articles of Association which shall no longer apply to the Company
2. THAT the name of the Company be changed to
BIRCH DEVELOPMENTS PUBLIC LIMITED COMPANY

[Signature]
.....
Chairman

Dated 22nd April 1988



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