

THE COMPANIES ACTS 1985 AND 1989

SPECIAL RESOLUTIONS

(Pursuant to Sections 53, 4 and 9 of the Companies Act 1985)

OF

OMFS (GGP) PLC

A PUBLIC LIMITED COMPANY

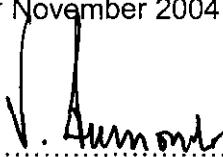
At an Extraordinary General Meeting of the members of the Company duly convened and held at Old Mutual Place, 2 Lambeth Hill, London EC4V 4GG on 3 November 2004, the following Special Resolutions were duly passed:

IT WAS RESOLVED THAT:

1. Pursuant to the provisions of Section 53 of the Companies Act 1985, the Company be re-registered as a private limited company.
2. The Memorandum of Association of the Company be amended in the manner following, namely:
 - (a) by the substitution of the word "PRIVATE" for the word "PUBLIC" in the heading to the Memorandum of Association and in Clause 1;
 - (b) with regard to the name of the Company, by the substitution of the word "Limited" for the abbreviation "plc" in the heading to the Memorandum of Association and in Clause 1;
 - (c) by the deletion therefrom of Clause 2 in its entirety;
 - (d) by the re-numbering of the remaining Clauses 3 to 6 as 2 to 5 respectively; and
 - (e) by the deletion of the existing Clause 4 (to be re-numbered 3 pursuant to resolution 2(d) above) in its entirety and by the substitution therefor of the attached Clause to be designated as Clause 3.
3. The draft regulations attached to these Special Resolutions and initialled by the authorised signatories hereunder for the purposes of identification, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Dated this 3rd day of November 2004

Signed:


..... Director

