THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ABBEY NATIONAL HOMES LIMITED

PASSED ON 25TH MAY 1995

At an Extraordinary General Meeting of the Company duly held at Abbey House, 201 Grafton Gate East, Milton Keynes MK9 1AN on Thursday 25th May 1995 the following Resolution was duly passed as a Special Resolution:-

'THAT the Articles of Association contained in the document submitted to this Meeting and, for the purpose of identification, signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.'

SECRETARY

A33 *AQ2SQBQL* 215
COMPANIES HOUSE 27/05/95