

Company No. 2127583

THE COMPANIES ACTS 1985

Private Company Limited by Shares

WRITTEN RESOLUTIONS

of

GEPA INTERNATIONAL SA LIMITED

WE, the undersigned, being all the members of the above Company entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing, which would otherwise be required to be passed as Special Resolutions, the provisions of section 381B of that Act having been complied with.

SPECIAL RESOLUTIONS

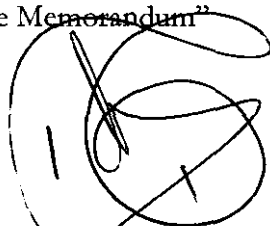
- 1 That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by adding at the beginning of 3.1E of the Memorandum:-

“To sell, segregate, divide and to group together any of the Company’s real estate.”

- 2 That the Articles of Association of the Company be altered by adding to the end of Article 19 the following words:-

“including all powers necessary to realise the objects of the Company as described in paragraph 3.1 of the Memorandum”

Dated this 20<sup>th</sup> day of August 1999



.....Director

for Mayve Obra Civil De Benidorm SA

.....  
for Port Estate Finance BV

Richards Butler  
Beaufort House  
15 St Botolph Street  
London EC3A 7EE  
Ref: JFE/NPC/PC44-001



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Private Company Limited by Shares

WRITTEN RESOLUTIONS

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GEPA INTERNATIONAL SA LIMITED

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SPECIAL RESOLUTIONS

- 1 That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by adding at the beginning of 3.1E of the Memorandum:-

“To sell, segregate, divide and to group together any of the Company’s real estate.”

- 2 That the Articles of Association of the Company be altered by adding to the end of Article 19 the following words:-

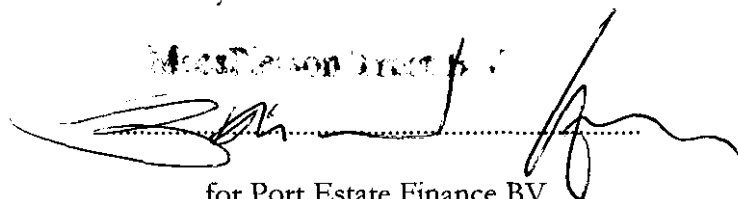
“including all powers necessary to realise the objects of the Company as described in paragraph 3.1 of the Memorandum”

Dated this 20<sup>th</sup> day of August 1999

.....Director

for Mayve Obra Civil De Benidorm SA

Miss Nelson Direct



for Port Estate Finance BV

Richards Butler  
Beaufort House  
15 St Botolph Street  
London EC3A 7EE  
Ref: JFE/NPC/PC44-001