

No. 2244708

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

of

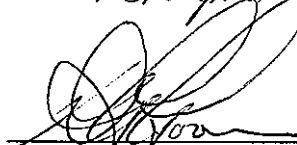
CENTRE PARK WARRINGTON (MANAGEMENT) LIMITED

We, the undersigned, being the sole member of the above-named company hereby pass the following resolution:

That the Articles of Association of the Company be amended by the inclusion of the following new Article as Article 27:

- 27 (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holder or holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged with the Company Secretary or produced at any meeting of the directors.
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.

Dated 13th April 1995



(For Birse Group plc)

B1:31485.1

