

Company No: 2266458

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

SUNLEY ESTATES PLC

Passed on 22 December 1998


At an Extraordinary General Meeting of the above-named company, duly convened and held on the above date, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. "That the authorised share capital of the Company be increased to £7,650,000 by the creation of 3,500,000 Preference Shares of £1 each."
2. "That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £7,650,000 and to make offers or agreements of the kind referred to in sub-section (7) of the said Section 80 and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein".

SPECIAL RESOLUTION

3. "That the regulations in the form attached to this Resolution which are initialled for the purposes of identification be and are hereby adopted in place of and in substitution for the existing Articles of Association".


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Chairman

