

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

No: 2388957



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

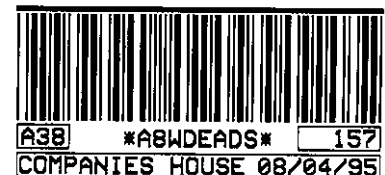
ROBERT FLEMING OVERSEAS (NUMBER 1) LIMITED

At an Extraordinary General Meeting of Robert Fleming Overseas (Number 1) Limited duly convened and held on 30 March 1995 the following Resolutions were passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. THAT the name of the Company be and it is hereby changed to CANARY WHARF INVESTMENTS (FOUR) LIMITED.
2. THAT Clause 3 of the Memorandum of Association of the Company be and it is hereby deleted and that a new Clause 3 in the form contained in the draft Memorandum of Association attached to this Resolution and initialled by the Chairman for the purposes of identification be and it is hereby adopted in substitution therefor.
3. THAT the transactions contemplated by the Deed of Accession and New Debenture be approved.


.....
CHAIRMAN



"3. The objects for which the Company is established are:-

- (a) to enter into a lease for a term of approximately 1,000 years in respect of floors 18 to 24 of The Tower, One Canada Square, Canary Wharf, Isle of Dogs, London E14 ("the Property");
- (b) to enter into a Deed of Apportionment with Canary Wharf Investments Limited ("CWIL") and CWL in respect of the Property;
- (c) to enter into a licence to assign with CWIL and CWL in respect of the Property;
- (d) to enter into a transfer with CWL whereby the Company will acquire the Property;
- (e) to enter into a loan agreement with CWIL pursuant to which CWIL will make available to the Company a term loan facility of up to £41 million;
- (f) to enter into a debenture with CWIL pursuant to which the Company will charge the Property in favour of CWIL by way of security for all monies due from the Company to CWIL;
- (g) to enter into an Accession Deed with Lloyds pursuant to which the Company agrees to affirm and ratify the relevant agreements as defined therein and agrees to be bound by the terms and provisions of the relevant agreements;
- (h) to undertake the transactions contemplated by the terms of the above documents; and
- (i) to do all such other things as may be deemed incidental or conducive to the attainment of the foregoing objects and the fulfilment of the statutory, regulatory and other requirements."

