

Company Number 2597050

CIN PROPERTY MANAGEMENT LIMITED

Written Resolutions of all the Members of the above Company passed in accordance with the Articles of Association of the Company

It is hereby resolved :

SPECIAL RESOLUTION

1. that Clause 3 of the Memorandum of Association of the Company be and is hereby amended and that Clauses 4 and 5 thereof be and are hereby deleted so that the Memorandum of Association shall be as set out in the print thereof for the purposes of identification signed on behalf of the Members of the Company;

ORDINARY RESOLUTION

2. that the capital of the Company be increased from £5,885 to £1,000,000 by the creation of 994,115 shares of £1 each all such shares to have the rights set out in the Articles of Association of the Company to be adopted pursuant to Written Resolution 3 below;

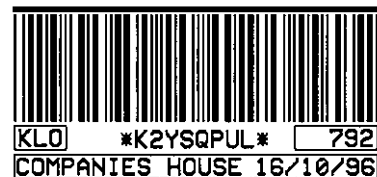
SPECIAL RESOLUTION

3. that the regulations contained in the print of the Articles of Association, for the purpose of identification signed on behalf of the Members of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association; and
- ✓ 4. that the Company be re-registered as an unlimited company. ✗

F. C. Hutchinson
For and on behalf of British Coal Corporation

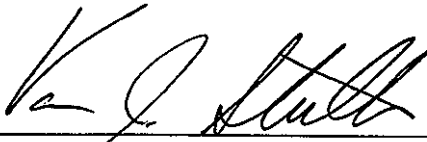
16. 10. 96.
Date

Rm - Bayon
For and on behalf of LaSalle Partners
International



SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB

RDBC/KDT

A handwritten signature in black ink, appearing to read "V. J. Stull", is written over a horizontal line.

For and on behalf of LP International Inc.

CC962710.085