

1838t

Company Number 02660338

THE COMPANIES ACT 1985

RESOLUTIONS

of

W H ESTATES LIMITED

Passed on 4 November 1993

In accordance with Section 381A and Section 381B of the Companies Act 1985 the following resolutions were, on 4 November 1993, duly passed as Written Resolutions:-

SPECIAL RESOLUTIONS

Increase in authorised capital

1. That the authorised share capital of the Company be hereby increased from £1,000 to £45,000 by the creation of 44,000 ordinary shares of £1 each



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8-1-94

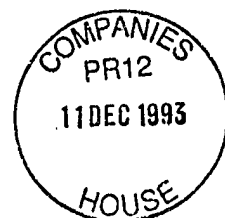
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Approval of Share Allotment and Share Subscription and exclusion of
Pre-emption Rights

2. (a) That the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £45,000 at any time during the period of five years from the date hereof;
- (b) That by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to an allotment of shares pursuant to the authority conferred by the preceding paragraph of the resolutions

Peter Smith
.....

Chairman



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Company Number: 02660338

THE COMPANIES ACT 1985

RESOLUTIONS

of

W H ESTATES LIMITED

Passed on 9 November 1993

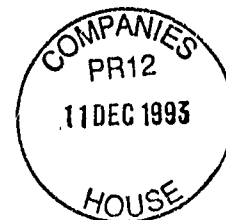
In accordance with Section 381A and Section 381B of the Companies Act 1985 the following resolutions were, on 9 November 1993, duly passed as Written Resolutions:-

ORDINARY RESOLUTION

Appointment of Director

1. That David Steele be appointed a Director of the Company with effect from the date of this resolution.

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SPECIAL RESOLUTION

Adopting New Articles of Association

2. That the existing Articles of Association of the Company be and are hereby replaced by the Articles annexed.

Peter Sity

Chairman

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Articles of Association

Adopted by Written Resolution passed on 9 November 1993

of

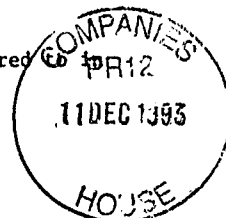
W H ESTATES LIMITED

PRELIMINARY

1. Regulations 2, 8, 24, 40, 41, 50, 64, 65, 73-80 inclusive, 82, 89, 94, 95 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
2. In these Articles "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

CAPITAL

3. The authorised share capital of the Company is £45,000 shares of £1.00 each.
4. Save with the prior written consent of all of the members:
 - (a) no shares may be allotted or issued to any person; and
 - (b) the Company shall not exercise any of the powers referred to in regulation 3, 32, 33, 34, 35 and 110.



5. In accordance with Section 91 of the Act, Section 89 (1) and sub-sections (1) to (6) of Section 90 the Act shall be excluded from applying to the Company.

TRANSFER OF SHARES

6. The Directors shall refuse to register the transfer or transmission of any share in the Company without the prior written consent of all of the members.

PROCEEDINGS AND GENERAL MEETINGS

- 7.1 No business shall be transacted at any meeting unless a quorum is present. All of the members entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 7.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Directors may determine.
- 7.3 If at the adjourned meeting all of the members are not present then those members present and entitled to vote whether by proxy or, if a corporation, its duly authorised representative, shall be a quorum

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. The Directors shall not be more than nine in number.
10. A shareholder may from time to time appoint any person to be a director but so that no more than three persons shall at any one time hold office by virtue of an appointment by such shareholder under this article and any director appointed as aforesaid may at any time be removed from office by the shareholder who appointed him.
11. Any appointment or removal pursuant to article 10 shall be made in writing under the hand of the holder for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents and shall take effect on and from the date on which such notice thereof is lodged at the registered office for the time being of the Company or delivered to the secretary or to a meeting of the Directors.
12. A Director (including alternate Director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any general meeting.
13. The Directors may appoint one of their number to be the chairman and may at any time remove him from that office. The chairman shall have no second or casting vote.
14. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointor, in accordance with regulation 85 of Table A and Section 317 of the Act may vote in respect

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of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

15. Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in connection with his office of Director for such period and on such terms as to remuneration and otherwise) as the Directors may determine.
16. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
17. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
18. The office of a Director shall be vacated:
 - (a) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
 - (b) If he is removed from office by a resolution duly passed under Section 303 of the Act.
 - (c) If his appointor ceases to have a beneficial interest in any shares in the Company.

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