

(174.14) ^

Registered No: 2781721

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

GOULDITAR NO. 265 LIMITED

(passed 8th April 1993)

At an Extraordinary General Meeting of Goulditar No. 265 Limited duly convened and held at 22 Tudor Street, London EC4Y 0JJ on 8th April 1993 at 1.05 pm the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be altered

(i) By the insertion of a new Article numbered 2 as set out hereunder;

"2. SHARE CAPITAL

The share capital of the Company at the date of adoption of these Articles is £100 divided into 10 Ordinary Shares of £1 each ("Ordinary Shares") and 90 Deferred Shares of £1 each ("Deferred Shares") (the Ordinary Shares and the Deferred Shares being together referred to as "the Shares")."

(ii) By the insertion of a new Article numbered 3 as set out hereunder;

"3. RIGHTS ATTACHING TO SHARES

3.1 Income

The profits of the Company available for distribution (the "available profits") shall be applied as follows:-

3.1.1 Ordinary Shares: the available profits shall be applied in paying to the holders of the Ordinary Shares a dividend of such amount as the directors may recommend according to the number of Ordinary Shares held by them and



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without regard to the amounts paid up or credited as paid up thereon;

- 3.1.2 Deferred Shares: the holders of the Deferred Shares shall be entitled to a fixed non-cumulative dividend at the rate of one-half percent per annum for any financial year of the Company in respect of which the net profits of the Company available for dividends (as certified by the auditors of the Company whose decision shall be final and binding) exceeds £10,000,000.

3.2 Capital

On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:-

- 3.2.1 Ordinary Shares: first, in paying to the holders of the Ordinary Shares the sum of £1,000,000 per Ordinary Share held by them and without regard to the amounts paid up or credited as paid up thereon;
- 3.2.2 Deferred Shares: second, in paying to the holders of the Deferred Shares the amounts paid up or credited as paid up on the Deferred Shares held by them respectively;
- 3.2.3 Ordinary Shares: third, in distributing among the holders of the Ordinary Shares the balance of the assets and without regard to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively.

3.3 Voting

- 3.3.1 Ordinary Shares: the holders of the Ordinary Shares shall have the right to receive notice of and to attend and vote at all general meetings of the Company;
- 3.3.2 Deferred Shares: the holders of the Deferred Shares shall have the right to receive notice of all general meetings of the Company but shall have no right to attend or vote thereat either in person or by proxy by virtue or in respect of their holdings of Deferred Shares."

(iii) By the renumbering of the existing Articles to take account of new Articles 2 and 3.

2. THAT the Directors be and they are hereby authorised pursuant to Section 95 of the Act to allot equity securities (as defined by Section 94(2) of the Act) pursuant to the authority conferred by resolution 2 above (or any renewal or variation thereof) as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall expire on the date of the next Annual General Meeting of the Company unless previously renewed, extended or revoked.
3. THAT the name of the Company be changed to "City Property (Thetford) Limited".


.....
Chairman/Director



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2781721

The Registrar of Companies for England and Wales hereby certifies that

GOULDITAR NO. 265 LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CITY PROPERTY (THETFORD) LIMITED

Given at Companies House, Cardiff, the 16th April 1993

A handwritten signature in dark ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

For The Registrar Of Companies



C O M P A N I E S H O U S E