

Company number
2798284

THE COMPANIES ACT 1985

Company Limited by Shares

Written Resolution

of

Canary Wharf Holdings Limited

(passed on 29th September, 1993)

The following written resolution was duly passed as a special resolution of the company by its sole shareholder on 29th September, 1993.

RESOLUTION

THAT:-

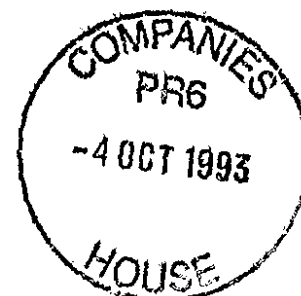
The articles of association of the company be amended:

(1) by the insertion of the following paragraphs:-

8.(3) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one. Regulation 64 of Table A shall not apply.

10.(3) The directors have the power in accordance with section 310 of the Act to:

- (a) purchase and maintain for any officer of the company, insurance against any liability which would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the company; and
- (b) indemnify any such officer against any liability incurred by him (i) in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he



is acquitted, or (ii) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

12.A The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.

(2) by the substitution of a new article 18 for the existing article 18:

18.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office (including without prejudice to the generality of the foregoing any costs, charges, expenses, losses and liabilities incurred in defending or disputing any claims, actions or proceedings in relation to or in connection with his duties, powers or office or his actual or purported exercise, execution or discharge thereof).

(2) Regulation 118 of Table A shall not apply.

Date 29th September, 1993.....

Alan M Hawson-Hall.....
Alnery Incorporations No. 1
Limited (Sole shareholder)