

**THE COMPANIES ACT 1985 to 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
CAPITAL & LANHAM PLC
(COMPANY NUMBER: 2837534)**

(Passed on 22 December 1998)

The following written resolution by the duly authorised representative of the sole Member for the time being entitled to receive notice of and to attend and vote at general meetings was passed pursuant to the Articles of Association of the Company

SPECIAL RESOLUTION

That:

- 1 the Company be re-registered as a private company under the Companies Act 1985.
- 2 the Memorandum of Association of the Company be amended as follows:-
 - 2.1 In the title, by deletion of the words "Public Company Limited by Shares" and by substitution thereof with the words "Private Company Limited by Shares"
 - 2.2 In Clause 1, by deletion of the words "Capital & Lanham PLC" and by substitution thereof with the words "Capital & Lanham Limited".
 - 2.3 By deletion of Clause 2 and by renumbering Clauses 3-6 as Clauses 2-5, respectively
 - 2.4 By making the amendments to Clause 3 (as renumbered pursuant to 2.3 above) in the form attached
- 3 the regulations contained in the form attached be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of the existing Articles of Association of the Company.

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Director/Secretary

