



THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTIONS

of

MM&S (2221) LIMITED

Passed 9th September 1994

At an extraordinary general meeting of the above named Company, duly convened, and held at 3 Glenfinlas Street, Edinburgh, EH3 6AQ on the 9th day of September 1994 the subjoined special resolutions were duly passed, viz:-

1. "That the name of the Company be changed to 'PEMBREY PROPERTIES LIMITED'."
2. "That the objects of the Company as contained in Clause 3 of its Memorandum of Association be altered by deleting the existing paragraph (i) of the said Clause 3, by substituting therefor paragraph (i) set out in the Schedule A produced to the meeting and signed for the purpose of identification by the Chairman thereof."
3. "That the regulations contained in the Schedule B submitted to the meeting and signed for the purpose of identification by the Chairman thereof be adopted as the Articles of



Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

BY ORDER OF THE BOARD

Handwritten signature of two individuals, appearing to be initials or a stylized name, written in dark ink. The signature is positioned above a dotted line.

Secretaries

<tme>jxm.0809.3.mins

SCHEDULE A

.. *Jan. G. Humden*
Chairman

- 3 (i)(a) To carry on business as a general commercial company.
- (b) To purchase, take on lease, excamb or exchange or otherwise acquire and hold lands and estate, houses, shops, offices, buildings or other real or heritable property of any tenure and description in the United Kingdom and elsewhere and any estate, right or interest pertaining thereto or connected therewith, to develop, cultivate, utilise and turn to account such properties in such manner as may seem most expedient by consolidating, connecting or sub-dividing properties or buildings thereon and to sell or feu, excamb or exchange, let on lease or hire and otherwise dispose of or deal and traffic in such properties and other real or heritable property or rights or interest pertaining thereto or connected therewith.
- (c) To manage, maintain, uphold, repair, improve, alter, add to, develop the resources of and turn to account the heritable properties belonging to the Company in any manner including laying out and preparing land for building purposes, constructing, altering, demolishing, decorating, maintaining, furnishing, fitting up and improving buildings, draining, cultivating and planting land and laying down and maintaining roads, lanes, pavements and paths, erecting and maintaining walls, railings and fences and entering into contracts and arrangements of all kinds with builders and others and to acquire such other rights of property and otherwise as may be beneficial to or required for the heritable properties of the Company.

- (d) To carry on all or any of the trades or businesses of property owners, house, land and estate agents and factors, surveyors, auctioneers and valuers; and any other professions, trades or businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (e) To undertake and carry on generally the business of a property development and general investment company and any other business which may seem to the Company capable of being conveniently carried on in connection with any of the businesses or trades before mentioned or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's heritable properties, other property or rights including, without prejudice to the foregoing generality all kinds of agency business and, in particular, in relation to the sale of property and the investment, collection and receipt of money, and generally to carry on any of the above objects directly or indirectly whether or not in conjunction with any subsidiary, associated, allied or other companies or persons.



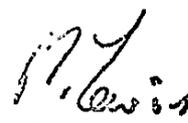
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2956192

The Registrar of Companies for England and Wales hereby certifies that
M M & S (2221) LIMITED

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

Given at Companies House, Cardiff, the 21st September 1994


M.LEWIS



C02956192A

For the Registrar of Companies



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

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