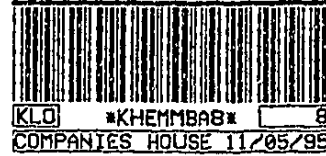


16-05-95

Company No: 3012925

**Special
Resolution**

The Companies Act 1985
Private Company Limited by Shares

of WHOLESQUARE LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 5th April, 1995
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed

For and on behalf of
Waterlow Nominees Limited

Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 0171-250 3350 Fax 0171-608 0867
DX 122031 FINSBURY 3

16-05-95

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

COMPANIES HOUSE 11/85/951

of

STANHOPE CORPORATION LIMITED

1. The Company's name is * Stanhope Corporation Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) (i) To carry on the business of a holding and investment company and to do all lawful acts and things whatever, that are necessary or convenient in carrying on the business of a holding company or the business of an investment company.
 - (ii) To carry on the business of a management and servicing company and to act as managers or to direct the management of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies.
 - (iii) To acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property, real or personal and rights and interest in property as the Company shall deem fit.

* The name of the Company was changed from Wholesquare Limited on 25th April 1995.