

THE COMPANIES ACTS 1985 TO 1989

RUTLAND HALL LIMITED

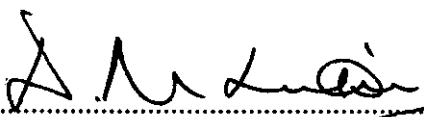
(the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER

Dated 14 March 2001

In accordance with regulation 53 of Table A in the schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association) I, the undersigned, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, hereby resolve to pass that numbered 1 as an Ordinary Resolution and that numbered 2 as a Special Resolution:

- 1 That the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (and in substitution for any existing authority to allot relevant securities) to allot relevant securities (within the meaning of section 80(2) of that Act) of the Company up to an aggregate nominal amount equal to £998 provided that this authority shall expire on the fifth anniversary hereof (unless and to the extent that the authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired
- 2 That the Company's name be changed to Rutland (Cranleigh) Limited


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Elizabeth Mary Luton

