

Company No: ~~3109172~~ 3054080
The Companies Act 1985

Company Limited by Shares

Ordinary Resolutions of Grainmarket Properties Limited

Passed the 27 day of March 1997

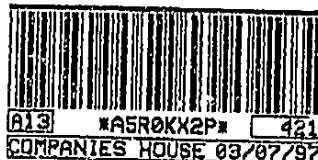
At an Extraordinary General Meeting of the company, duly convened, and held on the 27 day of March 1997, the following ORDINARY RESOLUTIONS were duly passed:-

1. THAT:

- (i) The existing 1,000 Ordinary Shares of £1 each be redesignated as 'A' Ordinary Shares.
- (ii) The share Capital of the company be increased from £1,000 to £100,000 by the creation of 89,000 new 'A' Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary 'A' shares of £1 each and 10,000 'B' Ordinary Shares of £1 each, to be non-voting, but participating in the Capital of the company;
- (iii) All the unissued Shares in the Capital of the company be under the control of the Directors and that the Directors may allot, grant options over, or other wise deal with or dispose of any such Shares, to such persons and generally on such terms and in such manner as they think fit;
- (iv) The general authority conferred by the preceding paragraph shall expire on the fifth anniversary of the passing of this Resolution unless varied or revoked or renewed by the company in General Meeting.



Chairman



7.7.97
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