

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

EATONVIEW LIMITED

3077946

SPECIAL RESOLUTIONS

passed

7 September 1995

At an Extraordinary General Meeting of the Company duly convened on 7 September 1995 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

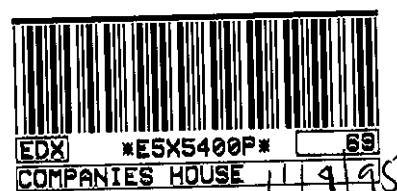
SPECIAL RESOLUTIONS

That as a SPECIAL RESOLUTION the name of the Company be changed to VINE DEVELOPMENTS LIMITED.

That as a SPECIAL RESOLUTION Clause 3(a) of the Memorandum of Association of the Company be changed to that as attached.

Signed *M. M. Watkins*

Dated *7-9-95*



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MEMORANDUM OF ASSOCIATION OF VINE DEVELOPMENTS LIMITED

1. The name of the Company is "Vine Developments Limited" (hereinafter called "the Company")
2. The Registered Office of the Company is to be situate in England and Wales.
3. The objects for which the Company is established are:-

(a) To carry on the business of building and development and to act as civil engineers and general builders, ground workers, construction engineers, surveyors, general contractors, painters, decorators, roofing contractors, scaffolders, to demolish and redevelop, develop, modernise, extend, repair and refurbish property and buildings; to acquire the ownership of land and property whether freehold or leasehold; to sell off for profit such land or property in separate parts or under one title as appropriate and to undertake all such related trades to the building and construction industry; to supply all types of building materials to the building and construction trade including plant hire and labour, special materials and skills; to act as D.I.Y merchants, and to conduct any business in relation to the foregoing as the Company thinks fit.