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[Signature]

SECRETARY

Quarryvale Two Limited

Company No:
3118887

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as an Ordinary Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Ordinary Resolutions

"That the 50,000,000 shares of IR£1 each in the capital of the Company which have not been taken or agreed to be taken by any person be cancelled and that the share capital be diminished by IR£50,000,000."

Passed on: 17th July 2002

The Members:

£1.00 Ordinary shareholders:

Grosvenor Limited

[Signature]



A47 *AH211D5A* 0605
COMPANIES HOUSE 07/08/02
COMPANIES HOUSE 01/08/02
A42 *ASU53CQJ* 0708
COMPANIES HOUSE 23/07/02