

Company No. 3194725

237



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

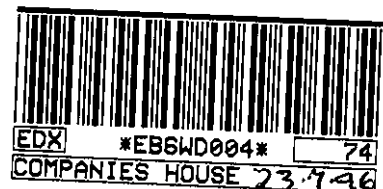
PUMAHURST LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 12 July 1996 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to SINCLAIR LAND LIMITED.
2. THAT the memorandum of association of the Company be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the Chairman for the purpose of identification, in substitution for existing clause 3(A).

CHAIRMAN



1152

PUMAHURST LIMITED

Annex: Amendment to Memorandum of Association

3. The Company's objects are:

- (A) (i) To acquire by purchase, lease, exchange or otherwise for development, investment or re-sale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the business of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.
- (ii) To carry on the business of an investment company generally and for that purpose to acquire and to hold either in the name of the company or in that of any nominee:
- (a) shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wheresoever incorporated or carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or otherwise in any part of the world;
 - (b) lands, houses, buildings and property of any kind or tenure, or any interest in the same in any part of the world;
 - (c) other property or assets real or personal and choses in action in any part of the world.

- (iii) To carry on all or any of the businesses of motor engineers, manufacturers, servicers, repairers, fitters, furnishers, refurbishers, hirers and letters on hire of, agents for, and dealers in new and secondhand motor cars, motor cycles, scooters, vans, lorries, and other vehicles, and of, for, and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, used or required in connection therewith.
- (iv) To establish and carry on all or any of the businesses of exporters and importers, dealers, merchants, manufacturers, suppliers, and distributors in goods and merchandise of every description including consumable and capital goods, general factors, raw materials, articles, produce and commodities of all descriptions, manufacturers' agents and representatives, commission agents, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway shipping and forwarding agents, export and general merchants, shippers, traders, capitalists and land air and water goods, wares and merchandise of every description, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, boats, tugs, barges, aircraft and vessels, conveyances and craft of every description and all plant, machinery, fittings, furnishings, accessories and stores required in connection therewith or in the maintenance thereof.