

Company No: 3372127

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LANDROUND LIMITED



Passed 16th June 1997

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, I the undersigned, being both a member of the Company and the attorney of every other member of the Company for the time being entitled to vote at general meetings of the Company, **HEREBY RESOLVE** as follows:

RESOLUTIONS

That the:

1. Company be re-registered as a public limited company under the Companies Act 1985;
2. provisions of the Memorandum of Association of the Company be altered by:
 - 2.1 substituting the name "Landround plc" for the name "Landround Limited" in Clause 1;
 - 2.2 inserting the following new Clause 2 immediately after Clause 1:

"2. The Company is to be a public company."; and
 - 2.3 re-numbering the existing Clauses 2,3,4 and 5 as Clauses 3,4,5 and 6 respectively

as such alterations are set out in the document produced to this meeting and for the purposes of identification marked 'A' and signed by the Chairman thereof.

3. regulations contained in the document produced to this meeting and for the purpose of identification marked 'B' and signed by the chairman of it are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Name of Shareholder

M Crompton

Signature

A handwritten signature in black ink, appearing to be 'M Crompton', is written over a dotted line.

Date

16/6/97