

No: 3378840



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO.2262) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th August 1997 the following resolutions were passed, resolutions 1 and 2 as special resolutions and resolutions 3 and 4 as ordinary resolutions:

RESOLUTIONS

Special Resolutions

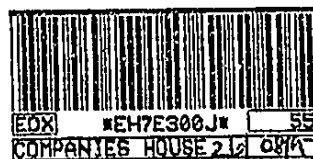
1. That the name of the Company be changed to "MAPLE COURT INVESTMENTS LIMITED".
2. That the articles of association of the Company be amended by the insertion of the following new article 3 and by the renumbering of subsequent articles:

"3. Authorised Share Capital

The authorised share capital of the Company on the date of the adoption of this article is £210,000,001 divided into 210,000,000 ordinary shares of £1 each ("Ordinary Shares") and one deferred share of £1 ("Deferred Share") having attached thereto the rights and being subject to the limitations and restrictions set out below:

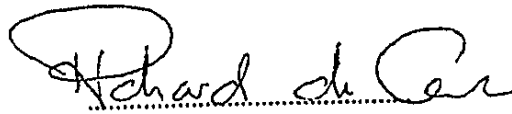
- (A) The holders of the Deferred Shares shall not be entitled to the payment of any dividend.
- (B) The holders of the Deferred Shares shall, on a return of capital on winding-up or otherwise, be entitled only to the repayment of the amounts paid up on such shares after payment in respect of each Ordinary Share of the capital paid up on such shares and £1,000,000.
- (C) The holders of the Deferred Shares shall not be entitled to receive notice of or attend or vote at any general meeting of the Company."

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Ordinary Resolutions

3. That the authorised share capital of the Company be increased to two hundred and ten million and one pounds (£210,000,001) by the creation of two hundred and nine million nine hundred and ninety-nine thousand nine hundred (209,999,900) additional Ordinary Shares of one pound (£1) each and one (1) deferred share of one pound (£1).
4. That, pursuant to section 80 Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of two hundred and nine million nine hundred and ninety-nine thousand nine hundred and ninety-nine pounds (£209,999,999) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired, such authority to be in substitution for any existing authority to allot relevant securities conferred upon the directors.


Chairman of the meeting