

COMPANY NUMBER: 3398787

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

QUAYSIDE (NEWCASTLE UPON TYNE) MANAGEMENT COMPANY NO. 2 LIMITED

passed on 12 August 2002

Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), we the undersigned, being all sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby unanimously pass the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTION

1. That:-

- 1.1 the directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise during the period from the date of the passing of this resolution until the day preceding the fifth anniversary of the date of this resolution all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of £240;
- 1.2 the directors be empowered to allot and to make offers or arrangements to allot equity securities (as defined in section 94 of the Act) pursuant to and during the period of the said authority as if section 89(1) of the Act did not apply to such allotment; and
- 1.3 for the purposes of this resolution, the said authority and the said power shall allow and enable the directors to make offers or agreements before the expiry of the said period which would or might require the making of allotments after such expiry.

.....
For and on behalf of Miller Homes Limited

12 August

2002



WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT.

Dickinson Dees

25.11.02

DICKINSON DEES
SOLICITORS