

08 - 05 - 98

Company Number: 3406547

Written Resolution of

GE CAPITAL CORPORATION (PROPERTY MANAGEMENT) LIMITED

("the Company")

We, the undersigned members of the Company being the members who at the date thereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 (as amended) ("the Act").

ELECTIVE RESOLUTIONS

- i) THAT the provisions of Section 369(4) or Section 378(3) of the Act (as amended) shall apply to the Company and that the majority required to authorise short notice of a General Meeting be reduced from 95% to 90% of voting members;
- ii) THAT in accordance with Section 252 of the Act, the Company shall dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years;
- iii) THAT in accordance with Section 366A of the Act, the Company shall dispense with the holding of Annual General Meetings; and
- iv) THAT in accordance with Section 386 of the Act the Company shall dispense with the obligation to appoint auditors annually.

Dated.....

22nd April 1998

*Richard A. Green*

Director- GE Capital Corporation (Holdings) Limited

