

SD 29-10-97

No: 3406623



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2281) LIMITED

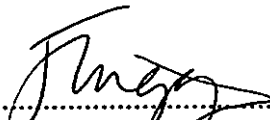
At an Extraordinary General Meeting of the above-named Company duly convened and held on 29th October, 1997 the following special resolutions were passed:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to Grovebase Properties Limited.
2. That the Articles of Association of the Company be altered by inserting and adopting a new Article 8 in the following form immediately after the existing Article 7 (but not in substitution for the existing Article 8) and renumbering the remaining Articles accordingly:

"8. Share Certificates

Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall specify the number, class and distinguished numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them. Regulation 6 of Table A shall not apply."


.....
Chairman of the meeting

CA973020.057

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB
ANH/TCXP



N/C - 1000 -
01C 046144