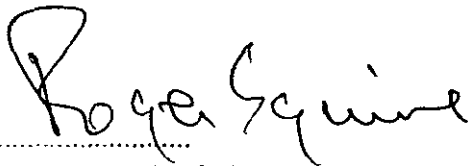


**FUNEVEN LIMITED
WRITTEN RESOLUTIONS**

I, the undersigned, being the sole member the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1(a) of the Company's articles of association) to the resolutions set out below (of which the resolution numbered 1 would otherwise be required to be passed as an ordinary resolution and the resolutions numbered 2 and 3 would otherwise be required to be passed as special resolutions.

THAT:-

1. each of the 1,000 issued and unissued ordinary shares of £1 each in the capital of the Company be subdivided into 100 ordinary shares of £0.01 each having the rights and being subject to the restrictions and obligations set out in the articles of association to be adopted by the resolution set out in paragraph 3.
2. clause 3 of the memorandum of association of the Company be deleted and that a new clause 3 in the form contained in the draft memorandum of association initialled by the chairman for the purposes of identification be adopted in substitution therefor.
3. new articles of association in the form contained in the draft articles of association initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.



for and on behalf of
London Docklands Development Corporation

Dated *31st* March 1998

