

COMPANY NUMBER: 3454201

COMPANY LIMITED BY SHARES
THE COMPANIES ACTS 1985 AND 1989

RESOLUTION

- OF -

SUMMERHILL PROPERTIES LIMITED

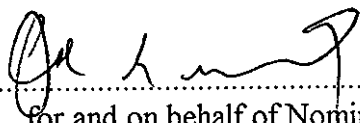
Passed on 11 November 1997

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 3 Garden Walk, London EC2A 3EQ, on the above-mentioned date, the following Special Resolution was duly passed:-

RESOLUTION

The Nominal Share Capital be increased from £1,000 to £5,000,000 by the creation of 4,999,000 shares of £1 each, such shares to rank pari passu.

Signed.....



Director

for and on behalf of Nominee Directors Ltd.

We the undersigned, being members of the above-named Company, holding not less than 95% of the nominal value of the shares giving right to attend and vote at the meeting, hereby consent to the convening of the above Extraordinary General Meeting for the date and place above mentioned and the passing thereof of the Resolution set forth above.


SUBSCRIBER

for Nominee Directors Ltd.


SUBSCRIBER

for Nominee Secretaries Ltd.

Filed by
STL GROUP LTD.
DX 42200
WOKING (KNAPHILL)

