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Company Number: 3455141

THE COMPANIES ACTS 1985 AND 1907

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

IBIS (381) LIMITED

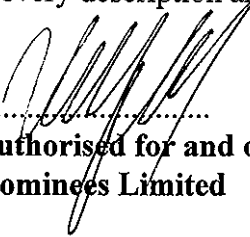
Passed 3 December 1997

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have the same effect as if passed as special resolutions at a general meeting duly convened and held:-

THAT the memorandum of association of the Company be altered by the deletion of paragraph 3.1 and the substitution its place of the following new paragraph 3.1:-

- 3.1.1 To act and carry on business as a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stocks, bonds, loans, obligations or securities of whatsoever nature issued by any company or body corporate wheresoever incorporated or carrying on business and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- 3.1.2 To control and co-ordinate the administration and operation of any companies for the time being directly or indirectly controlled by the Company and to provide services of all kinds including managerial and other executive, supervisory and consultancy services in relation to any body corporate upon such terms as the Directors may think fit.
- 3.1.3 To carry on all or any of the businesses of buildings and civil engineering contractors, land estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors and valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, haulage and transport contractors, electricians and general engineers, financiers for the promotion of the sale for cash or on credit or on instalment plan or hire purchase agreement or easy payment

system or otherwise of goods, wares, produce, products and merchandise of every description and general merchants, agents and traders.


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Duly authorised for and on behalf of
TSD Nominees Limited