

Private and Confidential



Company Number: 3532755

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

BARLOWS (EASTBOURNE) LIMITED

Pursuant to Section 381A of the Companies Act 1985

made on 18th April, 2002

We, the undersigned being all the members who on the above date would be entitled to attend and vote at a General Meeting of the Company, hereby agree and resolve as follows:-

SPECIAL RESOLUTIONS

1. That, the name of the Company be and it is hereby changed to "Westbury (Eastbourne) Limited"
2. That the Articles of Association of the Company be amended by:-

- (a) deleting Article 17 and replacing it with the following:-

"Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but shall not be less than one."

- (b) deleting Article 18;

- (c) deleting from Article 24(a) the words ",of whom one shall be an "A" Director and one shall be a "B" Director";

- (d) deleting Article 26;

- (e) deleting from Article 27 the words "upon which both the "A" Directors and the "B" Directors shall be represented; and

(f) deleting Article 31.

Name

Signature

Barlows Holding Limited



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Authorised signatory for and on behalf of
Barlows Holdings Limited

Grosvenor Hill Ventures Limited



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Authorised signatory for and on behalf of
Grosvenor Hill Ventures Limited