

**WRITTEN RESOLUTION
OF THE SOLE MEMBER OF
DOVER TRADING LIMITED
(IN THE PROCESS OF CHANGING ITS NAME)
("the Company")**

**The Companies Act 1985
A Company Limited by Shares**

3682600

**WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL**

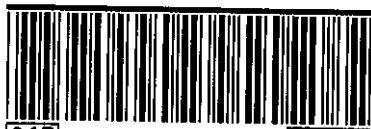
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HERBERT SMITH
Exchange House
Primrose Street
London EC2A 2HS

Date 27 APRIL 1999...

Written Resolution of the Company passed on 1st April 1999 pursuant to the Articles of Association of the Company.

The undersigned, being the sole member of the Company, hereby agrees in accordance with the provisions of Section 381A of the Companies Act 1985 to the following Resolution which Resolution would otherwise be required to be passed as a Special Resolution:

1. **THAT** the authorised share capital of the Company be increased to £401 by the creation of one Special Share of £1.
2. **THAT** pursuant to Section 80 of the Companies Act 1985 (in substitution for any prior authority) the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot the relevant security (within the meaning of the said Section 80) up to an aggregate nominal amount of £401 provided that this authority shall expire on the fifth anniversary of the date of the passing of this resolution except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant security to be allotted after the expiry of that period and the Directors may allot relevant security in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
3. **THAT** the Articles of Association of the Company be amended:
 - (a) by adding the following paragraphs 3.1 and 3.2 after paragraph 3 of the Articles:
 - "3.1 The share capital of the Company is £401 divided into 10,000 Ordinary Shares of 1p each, 30,000 deferred shares of 1p each and one special share of £1. The said shares carry the rights provided for in paragraph 3.2 of these Articles.
 - 3.2 The rights attaching to the special shares, deferred shares and ordinary shares are as follows:
 - (1) As to dividends:
 - (i) The holders of the deferred shares have the right to receive in aggregate 1 per cent of the profits of the Company available for distribution and



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determined to be distributed by way of interim and/or final dividend and at such times as the directors may determine; and

- (ii) The holders of the special shares have the right to receive a non-cumulative preferential dividend at the rate of 1 per cent of the nominal amount thereof payable on 31st December in each year but no other right to share in the profits of the Company; and
- (iii) The holders of the ordinary shares carry the right to receive the balance of the profits of the Company available for distribution and determined to be distributed by way of interim and/or final dividend and at such times as the directors may determine pro rata (as nearly as may be) according to the nominal amounts paid up or credited as paid up thereon.

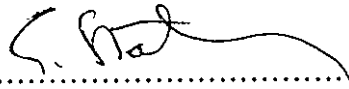
(2) As to winding-up or return of capital:

- (i) Each holder of a deferred share and special share shall be entitled to receive a sum equal to the nominal amount paid up or credited as paid up thereon and shall not be entitled to any further participation in the assets or profits of the Company; and
- (ii) The balance of the assets of the Company available for distribution among the members shall be distributed among the holders of the Ordinary Shares pro rata (as nearly as may be) according to the nominal amounts paid up or credited as paid up thereon."

(b) by deleting paragraph 8 and replacing it with the following:

- "8. The member or members holding the majority in nominal value of the issued Ordinary Shares in the Company shall appoint two persons who are willing to act as directors and may remove from office any director so appointed.
- 8.1 The holder of the special share shall be entitled to appoint three persons who are willing to act as directors and may remove from office any director so appointed.
- 8.2 Any appointment or removal of directors pursuant to paragraphs 8 or 8.1 shall be effected by an instrument in writing signed by the relevant member of, in the case of a

corporate member, signed by one of the directors on its behalf,
and shall take effect on lodgement at the registered office.”


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For and on behalf of Moorfield Estates Plc