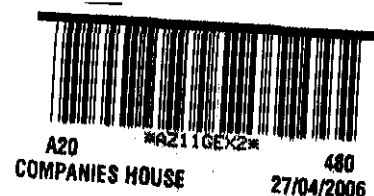


THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
FIELDMORE LIMITED



DATED 25 April 2006

We, the undersigned, being the only member of the above named Company who would be entitled to receive notice of, and to attend and vote at general meetings of the Company, HEREBY PASS the following resolution as special resolutions and agree that the said resolutions shall, pursuant to regulation 53 of Table A as contained in the Schedule to the Companies (Tables A to F) Regulations 1995 (as amended) for all purposes be as valid and effective if the same had been passed at a general meeting of the Company duly convened and held:

1. THAT, the Articles of Association of the Company be and are hereby altered by the deletion of article 4.1 thereof and the replacement with the following article 4.1:

"4.1 The Directors may in their absolute discretion and without assigning any reason therefore decline to register the transfer of a share, whether or not it is a fully paid share and the first sentence of Regulation 24 in Table A shall not apply to the Company. Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of share, nor may they suspend registration thereof where such transfer:

- 4.1.1 is to any bank or institution or company to which such shares have been charged by way of security; or to any nominee of such bank or institution or company (a "Secured Institution"), or
- 4.1.2 is delivered to the Company for registration by a Secured Institution or its nominees in order to perfect its security over the shares, or
- 4.1.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any share in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.";

2. THAT, the Articles of Association of the Company be and are hereby altered by the deletion of article 2.1 thereof and the replacement with the following article 2.1:

"2.1 Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act) allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit."; and

3. THAT, the Articles of Association of the Company be and are hereby altered by the deletion of articles 2.2 and 2.3 thereof.

For and on behalf of

Development Securities (Projects) Limited

Signed..........
Director