

**THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES**

**BRIGHTSTONE PROPERTIES (BIRKENHEAD) LIMITED
("the Company")**

MEMBERS' UNANIMOUS WRITTEN RESOLUTION

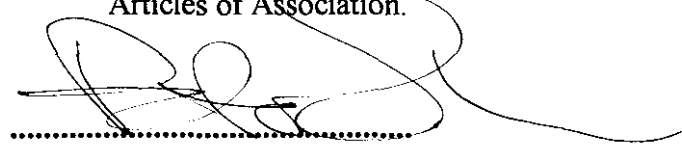
By this written resolution, I, being the only member of the Company entitled to attend and vote at general meetings of the Company **HEREBY UNANIMOUSLY CONSENT AND RESOLVE** that the following resolution of the Company be passed as a Special Resolution of the Company, namely:

THAT:-

- (1) The 1 Ordinary Share of £1 in the capital of the Company held and registered on the date of the passing of this Resolution in the name of Mr Peter Shalson and 499 of the Ordinary Shares of £1 each comprised in the authorised but unissued capital of the Company on the date of the passing of this Resolution be and are hereby re-designated as 500 "A" Ordinary Shares of £1 each having the rights and being subject to the restrictions contained in the Articles of Association as adopted pursuant to this Resolution.
- (2) Each of the remaining 500 Ordinary Shares of £1 each comprised in the authorised but *unissued capital of the Company on the date of the passing of this Resolution* be and are hereby re-designated as 500 "B" Ordinary Shares of £1 each, having the rights and being subject to the restrictions contained in the Articles of Association of the Company as adopted pursuant to this Resolution.
- (3) The capital of the Company be and is hereby increased from £1,000 to £701,000 by the creation of an additional 700,000 Preference Shares of £1 each, having the rights and being subject to the restrictions contained in the Articles of Association of the Company as adopted pursuant to this Resolution.
- (4) The Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all of the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to a maximum nominal amount of £701,000 during the period of five years from the date hereof provided that the Directors may allot such shares after that date pursuant to any offer or agreement made by the Company before that date which would or might require such shares to be allotted after that date.



- (5) The Directors be and are hereby empowered to allot pursuant to Section 95 of the Companies Act 1985 equity securities during the period of and under the authority referred to in (5) above as if Section 89(1) of the Companies Act 1985 did not apply to such an allotment.
- (6) The regulations contained in the attached document be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

A handwritten signature in black ink, appearing to read 'Peter Shalson', written over a dotted line.

PETER SHALSON

2 December 1999