

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

WY (ROOKERY HALL) LIMITED

We, being the sole member of the above named company (the "**Company**"), hereby resolve, pursuant to section 381A Companies Act 1985, upon the following resolutions and resolve that they shall be as valid and effectual as if passed as ordinary resolutions of the Company in a general meeting of the shareholders.

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £100 divided into 100 ordinary shares of £1 each to £840,000 divided into 840,000 ordinary shares of £1 each by the creation of 839,900 ordinary shares of £1 each.
2. **THAT**, pursuant to section 80 of the Companies Act 1985 (the "**Act**"), the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £840,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


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Director/Secretary

For and on behalf of
WY (WOOD HALL) LIMITED

Dated this 11/08 1999

