

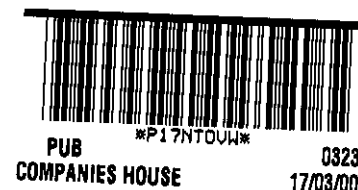
The Companies Acts 1985 and 1989

Company Number: 3946069

SPECIAL RESOLUTION

of

SKIPKARL LIMITED



At an Extraordinary General Meeting of the Members of the above named Company, duly held and convened at Crwys House, 33 Crwys Road, Cardiff, CF24 4YF, on the 14th day of February 2000, the following Special Resolution was duly passed:

**AMENDMENT TO
MEMORANDUM
OF ASSOCIATION:**

IT WAS RESOLVED that the Memorandum of Association of the Company be amended by the deletion of the existing Clauses 3(A) and (B) of the Memorandum of Association and by substituting therefor the following to be numbered 3(A) and (B):

(A) To carry on the business of a property investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, alter, improve, decorate, furnish and maintain shops, offices, houses, flats, apartments, service suites, hotels, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company

(B) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.


DIRECTOR/MEMBER:.....

(An Authorised Signatory on behalf of Combined Nominees Limited)

Presented by: ICC Company Formations
Crwys House,
33 Crwys Road,
Cardiff
CF24 4YF