

Company No. : 04044873

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RIVERGATE (IRVINE) (NO.3) LIMITED

Dated: 21 February 2002



We, the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby resolve that the following Resolution be passed as a special Resolution of the Company:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of the regulation contained in Article 5. of the existing Articles of Association of the Company and the substitution thereof of the following:-

- 5 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:-**
- 5.1 where such transfer is in favour of a party to whom security has been granted over such shares (or a nominee of such party) and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such party; or**
- 5.2 where such transfer is by or on behalf of a party to whom security has been granted over such shares (or a nominee of such party) (whether by a receiver, any delegate or sub-delegate of the party to whom security has been granted, any delegate or sub-delegate of such receiver, or otherwise) in**

favour of any third party upon disposal or realisation of shares pursuant to or for the purpose of enforcing any such mortgage, charge and/or call or other option;


and a certificate by any officer of the party to whom such security has been granted that the relevant transfer is within article 5.1 and 5.2 above shall be conclusive evidence of that fact.

21 February 2002

SIGNED BY

UNICYCLE, LP

By: Unicycle GP L.L.C., its general manager

By:  Reit (Corporate Directors) Limited, (manager)

By: 

Name:

Authorised person

Dated