

**WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF
BALLYMORE PROPERTIES (LANARK SQUARE) LIMITED (THE "COMPANY")**

Registered Number: 4065907 in England and Wales

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTIONS

We, the undersigned, are all members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company.

We hereby resolve in writing as follows:

WRITTEN RESOLUTIONS

1. That existing Article 7(1) of the Articles of Association of the Company be amended to read as follows:

 “(l) Subject to paragraph (m) below, 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.”
2. That an additional Article 7(m) be added to the Articles of Association of the Company as follows:

 “(m) Notwithstanding anything contained in Article 7(l) or any other provision of these Articles, the directors shall forthwith register any transfer of shares and not suspend registration of such shares where such transfer:

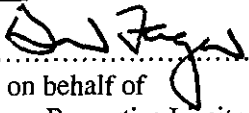
 (i) is to a bank or institution to which such shares have been charged by way of security (a “Secured Institution”); or

 (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to protect its security over the shares; or



(iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security".

Member


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for and on behalf of
Ballymore Properties Limited

Date

07/08/02