



Field Seymour Parkes
— solicitors —

288a

Please complete in typescript,
or in bold black capitals
CHFPO43

APPOINTMENT of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Company Number 4170076

Company Name in full SACKVILLE PROPERTIES PLC

Date of appointment Day Month Year 2 8 0 2 2 0 0 1 =Date of Birth Day Month Year 2 8 0 4 1 9 4 1

Appointment form

Appointment as director

X

as secretary

Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

NAME

*Style / Title

MR

*Honours etc

O.B.E. D.L.

Notes on completion appear on reverse.

Forename(s)

ROBERT JOHN

Surname

MADEJSKI

Previous Forename(s)

Previous Surname(s)

Usual residential address

NORTHCOURT

Post town

PANGBOURNE

Postcode

RG8 8PT

County / Region

BERKSHIRE

Country

ENGLAND

=Nationality

BRITISH

=Business occupation

DIRECTOR

=Other directorships (additional space overleaf)

Please see attached.

I consent to act as ** director / secretary of the above named company

Consent signature

Date

16/3/01

A director, secretary etc must sign the form below.

Signed

Date

16/3/01

(** a director / secretary / administrator / administrative receiver / receiver manager / receiver)

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Field Seymour Parkes, The Old Coroner's Court,

No. 1 London Street, PO Box 174, Reading, Berkshire, RG1 4QW

Tel

0118 939 1011

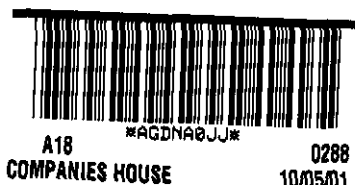
DX number 4001

DX exchange

Reading 1

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Company Number

= Directors only.

=Other directorships

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Other directorships.

Give the name of every company incorporation in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

LIST OF DIRECTORSHIPS

of

Robert John Madejski O.B.E. D.L.

Goodhead Group PLC and its subsidiaries

Henton Limited

Jade Securities Limited

Mindbox Ltd

Reading Football Club Holdings plc and its subsidiaries

Smiths Security Services Ltd

Wealth Index Ltd

Ark Management Limited

Croftchase Limited

Ark Hotels Limited

Reading Broadcasting Limited

Sackville Hammersmatch Limited

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of
THE COLCHESTER LEARNING SHOP
("the Company")

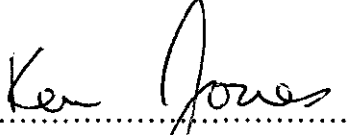
Passed on 18 April 2001

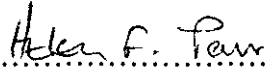
We, the undersigned, being the duly authorised representatives of all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a Written Resolution with the intention that the said resolution shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

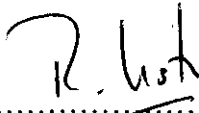
WRITTEN SPECIAL RESOLUTION

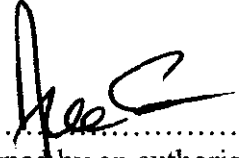
1. That Clause 3 of the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3 and the substitution of a new Clause 3 in the form of the draft clause attached and initialled by the Chairman of the Company for the purposes of identification.

Dated: 18th APRIL 2001


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Signed by an authorised officer for and
on behalf of Colchester Borough Council


.....
Signed by an authorised officer for and
on behalf of Colchester Institute


.....
Signed by an authorised officer for and
on behalf of University of Essex


.....
Signed by an authorised officer for and
on behalf of Anglia Polytechnic
University