

No: 4217324

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

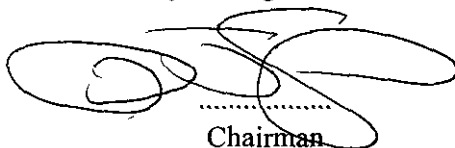
BLS ST MARTINS LIMITED

The following written resolutions were passed by the Company on [*22 August*] 2001
which would otherwise be required to be passed as special resolutions.

SPECIAL RESOLUTIONS

THAT:

1. the unissued share capital of the Company be and it is hereby redesignated as 499 "A" ordinary shares of £1 each and 499 "B" ordinary shares of £1 each;
2. the issued ordinary share of £1 in the capital of the Company registered in the name of Stanhope plc be immediately redesignated as an "A" ordinary share of £1; and
3. the issued ordinary share of £1 in the capital of the Company registered in the name of Bovis Lend Lease Limited be immediately redesignated as a "B" ordinary share of £1.


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Chairman

Presented by: Ashurst Morris Crisp
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Ref: CXR/2211584

