

Company No: 4217612

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTION**

of

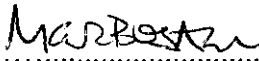
**GRAINGER (CLAPHAM) LIMITED**

Dated 11 September 2001

We, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

**SPECIAL RESOLUTION**

"That the memorandum of association of the Company be altered by deleting sub-clause 1 of clause 3 and replacing it with the sub-clauses in the form attached to this resolution and initialled for the purposes of identification and by deleting sub-clause 2 and renumbering the existing sub-clauses 3 to 38 as sub-clauses 2 to 37.

  
.....  
For and on behalf of  
DWS Nominees Limited



380596.01

### GRAINGER (CLAPHAM) LIMITED

3.

- (1) (a) To purchase and acquire for investment, management, development or resale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house, or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property whether real or personal.
- (b) To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.
- (c) To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of stewards or receivers or otherwise.
- (d) To purchase and sell for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
- (e) To carry on all or any of the businesses of development, construction, conversion, rebuilding, underpinning, repairing, painting, decorating, and cleaning of buildings and properties of all kinds, interior design and planning agents and consultants, house furnishers and upholsterers, repairers, cleaners, storers and warehousemen, of furniture, carpets, china, glass, goods, fittings, curtains and other furnishings and household requisites and all things capable of being used therewith or in the maintenance, repair or manufacture thereof and the like services and supplies for use in and by all kinds of offices, commercial and industrial undertakings."