

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

QUAIL (CHESTERFIELD) LIMITED

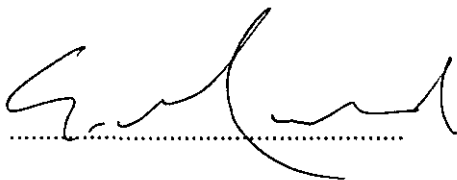
(the "Company")

In accordance with section 381A of the Companies Act 1985, we, the undersigned, being the sole members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company hereby unanimously resolve that the following resolutions shall have effect as if they had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

THAT the articles of association of the Company be amended by adding the following wording to the end of article 10:

"save that the member or members referred to above, cannot decline to register a transfer of shares made pursuant to the exercise of any security relating the provision of loan facilities to the Company."



Dated

