

Company No. 4276642

THE COMPANIES ACTS 1985 and 1989

Company Limited by Shares

ELECTIVE RESOLUTIONS

of

MEADOWHALL SHOPPING CENTRE LIMITED

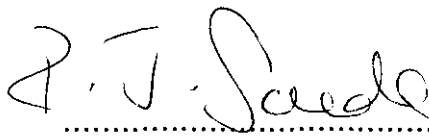
Passed 6 February 2006

By a Written Resolution of the sole member of the Company signed on 6 February 2006 the following resolutions were duly passed as Elective Resolutions:

THAT in accordance with section 252 of the Companies Act 1985 the Company dispense with the laying of accounts and reports before the Company in General Meeting.

THAT in accordance with the provisions of section 366 (A) of the Companies Act 1985, the Company will dispense with the holding of the Annual General Meeting in subsequent years.

THAT in accordance with the provision of section 386 of the Companies Act 1985 the Company dispense with the requirement to appoint auditors annually.


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Secretary

