

No. 04316344



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

C.G.I.S. LITTLEHAMPTON LIMITED

(Passed on 5 July 2005)

The undersigned, being the members of the Company for the time being entitled to either consent to or receive notice of and attend and vote at a general meeting of the Company **HEREBY UNANIMOUSLY RESOLVE** pursuant to Section 381A of the Companies Act 1985 ("**the Act**") that the following resolution be passed and agree that the resolution shall have effect as if passed as a special resolution, at a general meeting duly convened and held:

SPECIAL RESOLUTION

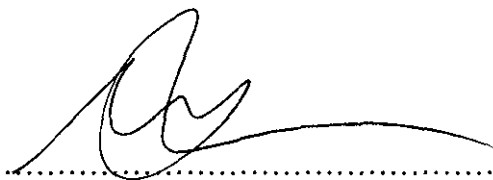
THAT, subject to compliance with sections 155 to 158 of the Act, the giving by the Company and by each of its wholly owned subsidiaries of financial assistance for the purpose of the acquisition of all the issued shares in the capital of the Company in the form described in the statutory declaration sworn by the directors of the Company (the "**Statutory Declaration**") on the date hereof be and is hereby approved for the purposes of Sections 151 to 158 of the Act.

The Statutory Declaration in the form of Companies House Form 155(6)(a) (to be sworn by all the directors of the Company for the purpose of complying with section 156 of the Act) and a report from PriceWaterhouseCoopers, the Company's auditors, stating that, having enquired into the state of affairs of the Company, they were not aware of anything to indicate that the opinion of the directors (as expressed in the Statutory Declaration) was unreasonable in all the circumstances, is attached to this written resolution.

In accordance with Section 381B of the Act, a copy of this resolution has been submitted to the auditors of the Company.

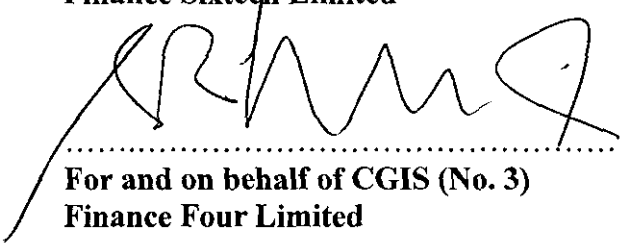
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For and on behalf of CGIS (No. 3) Properties Limited

...5 July... 2005



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For and on behalf of CGIS (No. 3)
Finance Sixteen Limited

5 July..... 2005



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For and on behalf of CGIS (No. 3)
Finance Four Limited

5 July..... 2005